

# EXHIBIT A

**Polsinelli PC**  
**Detailed Invoices for April 17, 2017 through August 10, 2017**



100 South Fourth Street, Suite 1000, St. Louis, Missouri 63102 | Phone: (314) 889-8000 [www.polsinelli.com](http://www.polsinelli.com)

This invoice reflects services performed and expenses incurred on your behalf. Your prompt attention is appreciated. Please contact us immediately to discuss any questions you may have. Thank you for this opportunity to serve you.

Official Committee of Unsecured Creditors of Payless  
ShoeSource, LLC

**June 22, 2017**  
Invoice No: 1412501  
File No: 090274-569463

**Re: Chapter 11 Bankruptcy**

---

### Invoice Summary

Current Professional Services	\$54,596.00
Current Disbursements	<u>811.53</u>
<b>Total Current Invoice - Due Upon Receipt</b>	<b>\$55,407.53</b>

---

Questions regarding payments or accounts, please call **1-877-577-7455** or [acctbilling@polsinelli.com](mailto:acctbilling@polsinelli.com).  
For other inquiries, please contact **Chris A. Ward at (302) 252-0920** or [cward@polsinelli.com](mailto:cward@polsinelli.com).

Please make checks payable to  
**Polsinelli PC**  
P.O. Box 878681  
Kansas City, MO 64187-8681  
Wire Instructions:  
US Bank  
Acct: **Polsinelli PC**  
Acct #: 4343953230  
ABA #: 101000187  
SWIFT Code - USBKUS44IMT  
Please reference Invoice No.

### Due Upon Receipt

**Late Payment Charge: 1% per month may be charged on outstanding balances**  
Polsinelli PC, Polsinelli LLP in California



## Invoice Detail

For Professional Services Through 5/31/17  
File No. 090274-569463  
**Re: Chapter 11 Bankruptcy**

Page 2  
June 22, 2017  
Invoice No: 1412501

### Professional Services

Date	Timekeeper	Description	Hours	Amount	Task Code
4/17/17	C.A. Ward	Correspondence with Committee Co-Chairs re selection as co-counsel to official committee of unsecured creditors	0.10	\$55.00	B150
4/17/17	C.A. Ward	Correspondence with Jim Bird, Shanti Katona, and Matt Layfield re core team for handling Creditors' Committee representation	0.10	55.00	B150
4/17/17	C.A. Ward	Telephone call with Brad Sandler re coordination of serving as co-counsel to official committee of unsecured creditors	0.20	110.00	B150
4/18/17	C.A. Ward	Review and comment on draft Notice of Appearance, correspondence with Committee's professionals re same, revise accordingly, review filed copy	0.40	220.00	B110
4/18/17	C.A. Ward	Correspondence with Pachulski team re organizational conference call and coordination going forward	0.10	55.00	B150
4/18/17	C.A. Ward	Correspondence with Lindsey Suprum re critical dates calendar	0.10	55.00	B410
4/18/17	M.S. Layfield	Work with Pachulski Team on multiple issues concerning entry and initial filings in bankruptcy case.	1.20	456.00	B410
4/18/17	R.M. O'Brien	File Notice of Appearance in the Payless Holdings LLC bankruptcy case matter with the U.S. Bankruptcy Court for the Eastern District of Missouri. Preparation of form Pro Hac Vice.	0.80	136.00	B110
4/19/17	C.A. Ward	Correspondence with Shanti Katona re Polsinelli retention application	0.10	55.00	B160



## Invoice Detail

For Professional Services Through 5/31/17

File No. 090274-569463

**Re: Chapter 11 Bankruptcy**

Page 3

June 22, 2017

Invoice No: 1412501

4/19/17	C.A. Ward	Review conflict disclosure list and forward under cover email to Polsinelli core team for disclosures in Polsinelli retention application	0.10	55.00	B160
4/19/17	C.A. Ward	Correspondence with Pachulski team and Matt Layfield re pro hac vice admissions and Committee procedure	0.10	55.00	B110
4/19/17	S.M. Katona	Attention to communications regarding retention application of Polsinelli as committee co-counsel.	0.20	80.00	B160
4/19/17	M.S. Layfield	Receive, review and file multiple pro hac vice motions for Pachulski Team.	0.70	266.00	B110
4/19/17	M.S. Layfield	Further correspondence with Pachulski Team regarding local procedures and requirements for certain Motions including Notice Periods.	0.40	152.00	B110
4/19/17	M.S. Layfield	Review and add Financial Advisor for Committee to necessary service lists.	0.40	152.00	B110
4/19/17	M.S. Layfield	Further work with C. Ward and S. Katona on pending retentions.	0.30	114.00	B160
4/19/17	R.M. O'Brien	Final preparation and filing of three separate Pro Hac Vices with the U.S. Bankruptcy Court for the Eastern District of Missouri.	0.80	136.00	B110
4/20/17	C.A. Ward	Correspondence with Pachulski team re coordination of efforts in co-counsel Committee representation	0.10	55.00	B150
4/20/17	M.S. Layfield	Obtain Orders granting pro hac vice motions. Advise Pachulski Team on final steps for admission.	0.30	114.00	B110
4/21/17	C.A. Ward	Correspondence with Matt Layfield re case administration	0.10	55.00	B110
4/24/17	J.E. Bird	Status conference with C. Ward (.20). Conference with SERP participants regarding Committee process and case issues (.60).	0.80	440.00	B410



## Invoice Detail

For Professional Services Through 5/31/17

File No. 090274-569463

**Re: Chapter 11 Bankruptcy**

Page 4

June 22, 2017

Invoice No: 1412501

4/24/17	C.A. Ward	Correspondence with Shanti Katona re Polsinelli retention application	0.10	55.00	B160
4/24/17	C.A. Ward	Correspondence with Committee professionals re Committee specific website for creditors in chapter 11 case	0.10	55.00	B150
4/24/17	M.S. Layfield	Receive and reply to multiple correspondences with counsel for Landlord Creditors.	0.40	152.00	B150
4/24/17	M.S. Layfield	Work with Pachulski Team regarding pending matters before the Court and Local Rules and procedures.	0.20	76.00	B410
4/25/17	C.A. Ward	Review and approve draft pro hac vice motion	0.10	55.00	B110
4/25/17	C.A. Ward	Correspondence with Polsinelli core team re coordination of critical dates calendar	0.10	55.00	B410
4/25/17	S.M. Katona	Communication with M. Layfield responding to inquiry from creditor re Committee's intent for disseminating information to creditor constituents.	0.10	40.00	B150
4/25/17	S.M. Katona	Preliminary work on Polsinelli' retention application and Committee counsel, including attention to disclosures in conformity with UST guidelines.	1.30	520.00	B160
4/25/17	S.M. Katona	Review and comment on draft pro hac vice application.	0.10	40.00	B110
4/25/17	M.S. Layfield	Work with S. Golden regarding local rules and custom for Notices pertaining to pending Motions for filing.	0.50	190.00	B410
4/25/17	M.S. Layfield	Work with S. Katona and C. Ward concerning upcoming dates and matters to be heard by Court.	0.60	228.00	B410
4/25/17	R.M. O'Brien	Preparation of Pro Hac Motions for Christopher Ward and Shanti Katona. Calendar deadlines.	1.60	272.00	B110



## Invoice Detail

For Professional Services Through 5/31/17

File No. 090274-569463

**Re: Chapter 11 Bankruptcy**

Page 5

June 22, 2017

Invoice No: 1412501

4/26/17	J.E. Bird	Review and consider Debtor's Chapter 11 Plan and Disclosure Statement and Notice of Hearing of Disclosure Statement.	1.20	660.00	B320
4/26/17	J.E. Bird	Review and consider daily bankruptcy pleadings for client impact.	0.30	165.00	B410
4/26/17	C.A. Ward	Conference with Shanti Katona re Polsinelli retention application	0.10	55.00	B160
4/26/17	M.S. Layfield	Correspondence with Pachulski Team regarding Case Procedures requests by Debtor.	0.30	114.00	B410
4/26/17	M.S. Layfield	Receive and review correspondence from M. Bishop, counsel for landlord creditors regarding stub rent claims and issues. Work with Pachulski Team and review of response.	0.50	190.00	B185
4/26/17	M.S. Layfield	Receive and initial overview of Joint Plan Reorganization Plan and Disclosure Statement summary.	1.20	456.00	B320
4/26/17	R.M. O'Brien	Further work on bankruptcy matter and noticing issues.	0.80	136.00	B110
4/27/17	C.A. Ward	Correspondence with Rebbecca O'Brien re pro hac admission and file maintenance	0.10	55.00	B110
4/27/17	C.A. Ward	Correspondence re Polsinelli conflict disclosures for retention application	0.10	55.00	B160
4/27/17	M.S. Layfield	Receive and review additional pro hac vice motions for filing. Revision of the same and coordinate filing for additional counsel for pro hac vice status. Report to Pachulski Team.	0.40	152.00	B110
4/27/17	M.S. Layfield	Further work with Clerk's office concerning admission status of Committee Counsel and listing of additional attorneys in main case caption.	0.30	114.00	B110



## Invoice Detail

For Professional Services Through 5/31/17  
File No. 090274-569463  
**Re: Chapter 11 Bankruptcy**

Page 6  
June 22, 2017  
Invoice No: 1412501

4/27/17	R.M. O'Brien	Final preparation and filing of Motion to Appear Pro Hac Vice for Alan J. Kornfeld Filed by Creditor Committee Official Committee of Unsecured Creditors with the U.S. Bankruptcy Court for the Eastern District of Missouri.	0.40	68.00	B110
4/27/17	R.M. O'Brien	Further work on bankruptcy matter and noticing issues.	0.80	136.00	B110
4/27/17	R.M. O'Brien	Final preparation and filing of Motion to Appear Pro Hac Vice for Debra I. Grassgreen Filed by Creditor Committee Official Committee of Unsecured Creditors.	0.50	85.00	B110
4/28/17	C.A. Ward	Review and comment on updated critical dates calendar of pending dates and deadlines, various correspondence re same	0.10	55.00	B410
4/28/17	R.M. O'Brien	Follow up with the U.S. Bankruptcy Court to arrange payment of pro ha vices.	0.10	17.00	B110
5/1/17	J.E. Bird	Review Committee Motion for Order Clarifying Requirements to Provide Access to Confidential or Privileged Information.	0.20	110.00	B410
5/1/17	C.A. Ward	Correspondence with Pachulski team and Polsinelli core team re Committee retention applications	0.10	55.00	B160
5/1/17	C.A. Ward	Conference with Shanti Katona re Polsinelli retention application and disclosures	0.10	55.00	B160
5/1/17	S.M. Katona	Draft and prepare Polsinelli's retention application.	3.70	1,480.00	B160
5/1/17	S.M. Katona	Review draft Committee Information Motion; Communication re same with M. Layfield re comments.	0.20	80.00	B150



## Invoice Detail

For Professional Services Through 5/31/17

File No. 090274-569463

**Re: Chapter 11 Bankruptcy**

Page 7

June 22, 2017

Invoice No: 1412501

5/1/17	M.S. Layfield	Multiple correspondences with M. Bove and S. Golden regarding Confidentiality Motion for filing on behalf of committee and local custom regarding proposed Orders and additional items for resolution with filing of Motion and final filing of Motion.	1.10	418.00	B410
5/1/17	M.S. Layfield	Conference and work with M. Bove and P. Jeffries concerning final filing and service requirements. Review and revisions to Certificate of Service.	0.70	266.00	B110
5/1/17	M.S. Layfield	Work with S. Katona and Pachulski Team regarding retention application for committee.	0.40	152.00	B160
5/1/17	M.S. Layfield	Work with S. Cho concerning Debtor's proposed indemnification provisions in retained professional's application.	0.30	114.00	B160
5/1/17	R.M. O'Brien	File Motion to for an Order Clarifying the Requirements to Provide Access to Confidential or Privileged Information Filed by Creditor Committee Official Committee of Unsecured Creditors and Notice of Hearing with the U.S. Bankruptcy Court for the Eastern District of Missouri.	0.90	153.00	B410
5/2/17	J.E. Bird	Review of recently filed bankruptcy pleadings. Detailed review of proposed plan and disclosure statement.	2.10	1,155.00	B320
5/2/17	C.A. Ward	Review draft Pachulski retention application	0.10	55.00	B160
5/2/17	C.A. Ward	Correspondence with Polsinelli core team re budget and fee estimate, review and comment on same	0.10	55.00	B270
5/2/17	C.A. Ward	Correspondence with Pachulski team and Polsinelli core team re budget and staffing plan	0.10	55.00	B270
5/2/17	C.A. Ward	Correspondence with Shanti Katona re Polsinelli retention application	0.10	55.00	B160
5/2/17	S.M. Katona	Review and comment on PSZJ's draft retention application.	0.20	80.00	B160



## Invoice Detail

For Professional Services Through 5/31/17

File No. 090274-569463

**Re: Chapter 11 Bankruptcy**

Page 8

June 22, 2017

Invoice No: 1412501

5/2/17	S.M. Katona	Review Committee's response to 365(d)(4) motion and comment on same to Attorney Layfield.	0.20	80.00	B185
5/2/17	S.M. Katona	Continue work on Polsinelli's retention application.	3.50	1,400.00	B160
5/2/17	S.M. Katona	Work on prospective six month budget for case.	0.80	320.00	B270
5/2/17	M.S. Layfield	Review and additional analysis for Executory Contract and Lease Motion response for filing. Correspondence with M. Bove and preparation of final Response for filing and filing of the same. Report to M. Bove and P. Jeffries for service and follow up on final service.	1.30	494.00	B185
5/2/17	M.S. Layfield	Work with R. O'Brien on filing of Certificate of Service and report to M. Bove and P. Jeffries regarding the same.	0.30	114.00	B110
5/2/17	M.S. Layfield	Further work on Polsinelli Application for Retention and Budget/Staffing report. Work with S. Katona regarding the same. Report budget estimates to Pachulski Team for use in overall committee budget.	1.20	456.00	B160
5/2/17	M.S. Layfield	Work with Pachulski Team on local rules and analysis of Pachulski Retention Application. Report and conference with M. Bove and S. Golden regarding the same.	0.80	304.00	B160
5/2/17	R.M. O'Brien	Further preparation and filing with the U.S. Bankruptcy Court for the Eastern District of Missouri a Certificate of Service.	0.60	102.00	B110
5/2/17	R.M. O'Brien	File Certificate of Service and Response to the Debtors' Motion for Entry of an Order Extending the Time Within Which the Debtors Must Assume or Reject Unexpired Leases of Nonresidential Real Property with the U.S. Bankruptcy Court for the Eastern District of Missouri.	0.70	119.00	B185
5/3/17	J.E. Bird	Review and consider numerous creditor objections to Debtor's DIP Financing and lease rejection motions filed over past two days.	0.40	220.00	B410



## Invoice Detail

For Professional Services Through 5/31/17

File No. 090274-569463

**Re: Chapter 11 Bankruptcy**

Page 9

June 22, 2017

Invoice No: 1412501

5/3/17	J.E. Bird	Review Response of Committee to Debtor's Motion for Entry of Order Extending Time to Assume or Reject Nonresidential Leases.	0.20	110.00	B185
5/3/17	C.A. Ward	Correspondence with Pachulski team and Polsinelli core team re Committee professional fee accruals	0.10	55.00	B230
5/3/17	C.A. Ward	Review and comment on Polsinelli retention application, Ward declaration in support thereof, disclosures, and proposed form of order and correspondence with Polsinelli core team re same	0.50	275.00	B160
5/3/17	S.M. Katona	Finalize Polsinelli's retention application.	1.70	680.00	B160
5/3/17	M.S. Layfield	Additional work on Polsinelli Retention for Application and work with S. Katona regarding the same.	0.70	266.00	B160
5/3/17	M.S. Layfield	Attend hearing on Debtor's Motion for Extension of time to reject and assume lease contracts. Post hearing discussion with certain landlord counsels and US Trustee.	1.40	532.00	B185
5/3/17	M.S. Layfield	Preparation for Hearing on Debtor's Motion for Extension of time to reject and assume lease and executory contracts. Correspondence with M. Bove and J. Pomerantz regarding the same.	1.20	456.00	B185
5/3/17	M.S. Layfield	Further correspondence with J. Pomerantz concerning hearing announcement and arguments.	0.40	152.00	B410
5/3/17	R.M. O'Brien	Receive and review hearing notices. Calendar same.	0.60	102.00	B110
5/4/17	C.A. Ward	Conference and correspondence with Shanti Katona re Committee retention applications	0.10	55.00	B160
5/4/17	S.M. Katona	Review draft retention applications of Province and Back Bay Management Corporation; Comments re same with M. Layfield.	0.50	200.00	B160



## Invoice Detail

For Professional Services Through 5/31/17

File No. 090274-569463

**Re: Chapter 11 Bankruptcy**

Page 10

June 22, 2017

Invoice No: 1412501

5/4/17	M.S. Layfield	Review Order(s) entered extending time for Debtor to assume/reject lease and contracts for consistency with Judge Surratt-State's Order from the bench.	0.50	190.00	B185
5/4/17	M.S. Layfield	Work with S. Golden regarding additional access to Orders and inquiries from unsecured creditors concerning additional information.	0.40	152.00	B150
5/4/17	M.S. Layfield	Review of Retention Applications of Province as financial advisor, further revisions to Committee Counsel, and Back Bay Management and Michel Shaked Group as expert consultants and witnesses. Report to M. Bove regarding provisions and statements in retention applications.	1.40	532.00	B160
5/4/17	M.S. Layfield	Correspondence with S. Cho regarding local rules and procedures for motion practice and recent customary practice.	0.50	190.00	B110
5/4/17	M.S. Layfield	Further work with S. Katona regarding additional retention application revisions and drafts.	0.50	190.00	B160
5/4/17	M.S. Layfield	Review and initial analysis of multiple objections to Debtors Cash Collateral and DIP Motion by assorted landlords and parties in interest.	1.60	608.00	B230
5/5/17	M.S. Layfield	Receive and review Agenda for May 9 hearing and analysis of listed objections and arguments for objecting parties. Initial preparation for hearing.	1.90	722.00	B410
5/5/17	M.S. Layfield	Further receipt and review of Committee correspondence and review of pending documents for filing with Court. Work with M. Bove regarding the same.	0.70	266.00	B410
5/5/17	M.S. Layfield	Further work and revision on Retention Application, exhibits, and preparation of proposed Order for entry for committee counsel retention. Correspondence with M. Bove regarding the same.	1.30	494.00	B160



## Invoice Detail

For Professional Services Through 5/31/17

File No. 090274-569463

**Re: Chapter 11 Bankruptcy**

Page 11

June 22, 2017

Invoice No: 1412501

5/6/17	J.E. Bird	Review of past two days pleadings filed in bankruptcy case, including various landlord objections related to post-petition financing and extension of time to assume or reject leases.	0.30	165.00	B410
5/6/17	C.A. Ward	Correspondence with Committee professionals re retention applications	0.10	55.00	B150
5/8/17	C.A. Ward	Review filed applications for Committee legal professionals	0.10	55.00	B160
5/8/17	M.S. Layfield	Review final retention applications for counsel for committee approval, and other comments from chairs of committee. Work with R. O'Brien on filing of final Applications.	2.10	798.00	B160
5/8/17	M.S. Layfield	Preparation for Omnibus Hearing and review of Agenda matters. Work with J. Pomerantz and M. Bove regarding the same and review of summary analysis of all agenda motions and amended agenda motions.	3.70	1,406.00	B410
5/8/17	M.S. Layfield	Work with M. Bove and preparation for May 9 Omnibus Hearing agenda and additional materials needed for hearing.	0.90	342.00	B410
5/8/17	R.M. O'Brien	Filed Application to Employ Pachulski Stang Ziehl & Jones LLP as Lead Counsel for the Official Committee of Unsecured Creditors and Application to Employ Polsinelli PC as Local Counsel to the Official Committee of Unsecured Creditors with the U.S. Bankruptcy Court for the Eastern District of Missouri.	1.00	170.00	B160
5/8/17	R.M. O'Brien	Preparation for hearing.	5.10	867.00	B110
5/9/17	J.E. Bird	Review daily pleadings and Court Orders.	0.30	165.00	B410
5/9/17	C.A. Ward	Correspondence with Polsinelli core team re updated Committee fee estimate	0.10	55.00	B230



## Invoice Detail

For Professional Services Through 5/31/17

File No. 090274-569463

**Re: Chapter 11 Bankruptcy**

Page 12

June 22, 2017

Invoice No: 1412501

5/9/17	C.A. Ward	Review orders approving relief requested in first day motions on a final basis, review Committee application to retain Province, review Committee application to retain Back Bay Management Corporation and its Division, Michel-Shaked Group, as Expert Consultant and Dr. Israel Shaked, as Expert Witness, conference with Shanti Katona re status of case	0.20	110.00	B410
5/9/17	S.M. Katona	Conference with M. Layfield regarding outcome of hearing.	0.20	80.00	B410
5/9/17	S.M. Katona	Communications with Polsinelli team regarding budgeting.	0.20	80.00	B230
5/9/17	M.S. Layfield	Further work with M. Bove regarding posting of proposed Orders for May 31 hearing on Committee site.	0.60	228.00	B110
5/9/17	M.S. Layfield	Work with US Trustee office regarding additional procedural issues for committee compliance.	0.40	152.00	B110
5/9/17	M.S. Layfield	Review and analysis of Post Hearing Orders filed by Debtor for compliance with announcements at hearing.	1.60	608.00	B110
5/9/17	M.S. Layfield	Further preparation for hearing and attend hearing on Second Day Motions.	2.40	912.00	B410
5/9/17	M.S. Layfield	Work with M. Bove regarding final revisions to Province retention application and Shaked retention application. Review of notice and service requirements on committee professional retention applications for hearing date.	0.90	342.00	B160
5/9/17	M.S. Layfield	Work with R. O'Brien regarding May 31 Agenda and ability to set retention apps and additional Motions for hearing on May 31.	0.80	304.00	B410
5/9/17	M.S. Layfield	Work with C. Tchoi regarding figures for reporting to lender and Debtor.	0.40	152.00	B160



## Invoice Detail

For Professional Services Through 5/31/17  
File No. 090274-569463  
**Re: Chapter 11 Bankruptcy**

Page 13  
June 22, 2017  
Invoice No: 1412501

5/9/17	R.M. O'Brien	Service of pleadings on required parties. File Certificate of Service with the U.S. Bankruptcy Court for the Eastern District of Missouri.	2.00	340.00	B110
5/11/17	M.S. Layfield	Initial preparation for hearing and review of objections and pending issues for resolution related to May 15 Omnibus hearing.	2.10	798.00	B110
5/12/17	C.A. Ward	Review and comment on updated critical dates calendar of pending dates and deadlines, various correspondence re same	0.10	55.00	B410
5/12/17	M.S. Layfield	Correspondence and additional work with M. Bove regarding DIP hearing and ongoing negotiations on language in Order.	0.70	266.00	B230
5/12/17	M.S. Layfield	Receive and review multiple correspondences from D. Pollack and M. Gartner, counsel for various ad hoc landlords regarding DIP negotiations and proposed Order.	1.20	456.00	B185
5/13/17	C.A. Ward	Correspondence with counsel to Ad Hoc Pension Committee (0.1), correspondence with Committee counsel re same (0.1)	0.20	110.00	B150
5/15/17	C.A. Ward	Correspondence with Committee professionals re weekly run rate	0.10	55.00	B230
5/15/17	C.A. Ward	Correspondence with counsel to Ad Hoc Pension Committee and co-counsel	0.10	55.00	B410
5/15/17	C.A. Ward	Correspondence with Shanti Katona re additional disclosure for Polsinelli retention	0.10	55.00	B160
5/15/17	S.M. Katona	Discuss outcome of omnibus hearing with M. Layfield and update internal memo re same.	0.20	80.00	B410
5/15/17	S.M. Katona	Discuss supplementing Polsinelli's retention application, including proposed language for same.	0.20	80.00	B160



## Invoice Detail

For Professional Services Through 5/31/17

File No. 090274-569463

**Re: Chapter 11 Bankruptcy**

Page 14

June 22, 2017

Invoice No: 1412501

5/15/17	S.M. Katona	Correspondence with M. Layfield regarding weekly budgeting.	0.10	40.00	B230
5/15/17	M.S. Layfield	Attend DIP Hearing and conference with debtors and affiliated parties post hearing.	1.60	608.00	B230
5/15/17	M.S. Layfield	Preparation for 341 Meeting.	0.80	304.00	B410
5/15/17	M.S. Layfield	Further correspondence with M. Gartner regarding landlord issues related to DIP Order.	0.50	190.00	B185
5/15/17	M.S. Layfield	Attend 341 Meeting and review materials presented.	1.20	456.00	B410
5/15/17	M.S. Layfield	Preparation for DIP Hearing and Landlord/Lease procedures. Conference with R. Feinstein regarding the same.	1.90	722.00	B230
5/15/17	M.S. Layfield	Work with C. Tchoi regarding financial report to DIP lender.	0.30	114.00	B230
5/16/17	J.E. Bird	Review of daily bankruptcy pleadings and results of May 15 hearing.	0.20	110.00	B410
5/16/17	M.S. Layfield	Receive and reply to correspondence and follow up teleconference with California based landlord concerning resolution of stub rent issues.	0.90	342.00	B185
5/16/17	M.S. Layfield	Receive and review Orders entered from May 15 hearing.	1.40	532.00	B410
5/17/17	J.E. Bird	Attention to Application for Employment/Disclosure issues.	0.40	220.00	B160
5/17/17	C.A. Ward	Correspondence with Matthew Layfield and Shanti Katona re supplemental Polsinelli declaration and disclosures	0.10	55.00	B160



## Invoice Detail

For Professional Services Through 5/31/17

File No. 090274-569463

**Re: Chapter 11 Bankruptcy**

Page 15

June 22, 2017

Invoice No: 1412501

5/17/17	C.A. Ward	Participate in conference call with Committee counsel and counsel to Ad Hoc Committee of Pension Participants to discuss chapter 11 bankruptcy case and strategy	0.40	220.00	B410
5/17/17	C.A. Ward	Correspondence with Polsinelli attorneys re disclosure of contacts with SERP Committee and informal advice provided prior to formation of Creditors' Committee, draft proposed language, discuss same	0.20	110.00	B160
5/17/17	S.M. Katona	Work on supplemental declaration in support of Polsinelli's retention application.	0.20	80.00	B160
5/17/17	M.S. Layfield	Review of Golden Gate disclosure of substantial shareholder.	1.20	456.00	B410
5/17/17	M.S. Layfield	Further preparation and work on supplemental disclosures for retention application.	1.60	608.00	B160
5/18/17	M.S. Layfield	Receive and analysis of Final DIP Order and related provisions.	1.40	532.00	B230
5/19/17	C.A. Ward	Review and comment on updated critical dates calendar of pending dates and deadlines, various correspondence re same	0.10	55.00	B110
5/19/17	C.A. Ward	Correspondence with counsel to Ad Hoc Serp Committee and co-counsel re status of plan and disclosure statement	0.10	55.00	B320
5/19/17	M.S. Layfield	Analysis and review of Claims Form and Notice.	0.40	152.00	B300
5/19/17	M.S. Layfield	Review of fee application invoice from Ad-Hoc first lien lender counsel.	0.50	190.00	B160
5/19/17	M.S. Layfield	Receive and review of rejected leases under Lease Procedures Motion and protocol. Receive and reply to multiple calls from landlords regarding the same.	1.80	684.00	B185



## Invoice Detail

For Professional Services Through 5/31/17

File No. 090274-569463

**Re: Chapter 11 Bankruptcy**

Page 16

June 22, 2017

Invoice No: 1412501

5/19/17	M.S. Layfield	Receive, review and analysis of multiple creditor inquiries regarding treatment of claims and potential actions.	1.40	532.00	B150
5/22/17	C.A. Ward	Correspondence with Polsinelli core team re Committee professional fees	0.10	55.00	B160
5/22/17	M.S. Layfield	Work with C. Tchoi regarding financial reporting requirements.	0.60	228.00	B230
5/22/17	M.S. Layfield	Review and return correspondence to numerous individual landlord creditors and unsecured trade creditors.	1.40	532.00	B150
5/23/17	M.S. Layfield	Further work with Pachulski team on potential pleadings for filing, hearing date options and times. Review of Agenda for May 31 for additional Debtor Motions and Application set for hearing.	1.70	646.00	B320
5/23/17	M.S. Layfield	Teleconference with M. Bove regarding Committee response and strategy on Disclosure Statement.	0.60	228.00	B320
5/23/17	M.S. Layfield	Review of Debtor Notice filing extending objection deadline and follow up correspondence with M. Bove regarding effect and action in response on behalf of Committee.	1.00	380.00	B320
5/23/17	M.S. Layfield	Follow up correspondence with multiple Pachulski Team counsel regarding pending response to Disclosure Statement.	0.60	228.00	B320
5/24/17	J.E. Bird	Review recent bankruptcy pleading and Notice of Disclosure Statement Objection Deadline Extension and third party disclosure statement objection.	0.20	110.00	B320
5/24/17	J.E. Bird	Review of various daily bankruptcy pleadings including Committee Objections/Responses to Retention of Back Bay Management and Debtor's Motion for Approval of Disclosure Statement.	0.40	220.00	B410



## Invoice Detail

For Professional Services Through 5/31/17  
File No. 090274-569463  
**Re: Chapter 11 Bankruptcy**

Page 17  
June 22, 2017  
Invoice No: 1412501

5/24/17	S.M. Katona	Retrieve, review and circulate 8th Circuit precedent on Committee standing; Various communications re same with Attorney Layfield.	0.50	200.00	B190
5/24/17	M.S. Layfield	Further work and response to individual creditors regarding Disclosure Statement and Chapter 11 operations in general.	1.50	570.00	B320
5/24/17	M.S. Layfield	Review of multiple third-party objections to Disclosure Statement.	0.40	152.00	B320
5/24/17	M.S. Layfield	Receive and review objection by Debtor to Shaked Application. Work with M. Bove on response and potential response of committee.	1.10	418.00	B160
5/24/17	M.S. Layfield	Receive and review of Objection to Disclosure Statement. Work with M. Bove and Pachulski Team on provisions and revisions in the same. Final preparation for filing and service.	2.20	836.00	B320
5/24/17	M.S. Layfield	Work with M. Bove and S. Golden regarding creditor inquiries and response.	0.40	152.00	B150
5/24/17	M.S. Layfield	Review and analysis of applicable 8th Circuit law on standing for Committee Motion to prosecute and recover claims. Multiple correspondences with M. Bove regarding the same.	1.30	494.00	B190
5/24/17	M.S. Layfield	Work with M. Bove regarding Objection to Disclosure Statement timing and filing.	0.40	152.00	B320



## Invoice Detail

For Professional Services Through 5/31/17

File No. 090274-569463

**Re: Chapter 11 Bankruptcy**

Page 18

June 22, 2017

Invoice No: 1412501

5/24/17	R.M. O'Brien	File Objection of the Official Committee of Unsecured Creditors to Debtors' Motion for Entry of an Order (I) Approving the Adequacy of the Debtors' Disclosure Statement , (II) Fixing Dates and Deadlines Related to Confirmation of the Plan, (III) Approving Certain Procedures for Soliciting and Tabulating the Votes on, and for Objecting to, the Plan, (IV) Approving the Rights Offering Procedures, Subscription form and Authorizing the Retention of Financial Balloting Group LLC in Connection Therewith, and (V) Approving the Manner and Form of the Notices and Other Documents Related Thereto and Certificate of Service with the U.S. Bankruptcy Court for the Eastern District of Missouri.	1.20	204.00	B110
5/25/17	S.M. Katona	Discuss case update with Attorney Layfield, including demand on debtors to flag conflict issues.	0.30	120.00	B190
5/25/17	S.M. Katona	Work on supplement declaration of Attorney Ward in support of Polsinelli's retention.	0.50	200.00	B160
5/25/17	M.S. Layfield	Review and revise Supplement to Retention Applications set for hearing.	0.70	266.00	B160
5/25/17	M.S. Layfield	Review MTO Investigation Letter and discuss objection and continuance strategy with M. Bove and Pachulski Team.	1.30	494.00	B190
5/25/17	M.S. Layfield	Further research and review of additional supporting opinions on potential Motion for Standing. Report to M. Bove regarding the same.	0.70	266.00	B190
5/25/17	M.S. Layfield	Conference and work with Chambers concerning telephone hearing and status hearing for setting Disclosure Statement hearing. Multiple reports and conferences with M. Bove and Pachulski Team regarding the same.	0.80	304.00	B110
5/25/17	M.S. Layfield	Teleconference with Pachulski Team regarding continued Disclosure Statement Hearing, Objection Deadlines, and conflicts and options for resolution.	1.10	418.00	B320



## Invoice Detail

For Professional Services Through 5/31/17

File No. 090274-569463

**Re: Chapter 11 Bankruptcy**

Page 19

June 22, 2017

Invoice No: 1412501

5/25/17	R.M. O'Brien	File First Supplemental Declaration of Christopher A. Ward, Esq. in Support of Application of the Official Committee of Unsecured Creditors for an Order Under Bankruptcy Code Sections 328(a) and 1103 (a) and Bankruptcy Rules 2014(a) and 2016(b) Approving the Employment and Retention of Polsinelli PC Nunc Pro Tunc to April 17, 2017 as Local Counsel to the Official Committee of Unsecured Creditors with the U.S. Bankruptcy Court for the Eastern District of Missouri.	0.50	85.00	B160
5/26/17	J.E. Bird	Review of various notice of hearings, including new disclosure statement hearing date. Docket same. Review objections to disclosure statement filed by 3rd parties and U.S. Trustee.	0.40	220.00	B320
5/26/17	M.S. Layfield	Receive and return correspondence with court personnel regarding Chambers preferences for hearing on creditor request for new date on disclosure statement.	0.50	190.00	B110
5/26/17	M.S. Layfield	Further correspondence, teleconference, and meeting with Chambers and other Court personnel on date/time options for additional disclosure statement hearing.	1.20	456.00	B110
5/26/17	M.S. Layfield	Work with M. Bove on Motion to Shorten Time and future hearing dates for additional Motions to be filed by Committee.	0.70	266.00	B190
5/26/17	M.S. Layfield	Review and analysis of Objections filed by US Trustee and additional parties in interest.	0.90	342.00	B320
5/26/17	M.S. Layfield	Receive and return multiple correspondence with Court regarding Sealed Pleading procedures in Case. Conference with Chambers and Clerk of Court management regarding potential Motion to Seal protocols for remainder of case.	0.80	304.00	B190
5/26/17	M.S. Layfield	Teleconference with Pachulski Team on available dates for hearing on Disclosure Statement.	0.60	228.00	B320



## Invoice Detail

For Professional Services Through 5/31/17

File No. 090274-569463

**Re: Chapter 11 Bankruptcy**

Page 20

June 22, 2017

Invoice No: 1412501

5/29/17	M.S. Layfield	Conference and work with Pachulski Team regarding pending hearings scheduled for May 31.	0.40	152.00	B110
5/30/17	M.S. Layfield	Correspondence with court personnel regarding professionals for committee appearance by teleconference.	0.30	114.00	B110
5/30/17	M.S. Layfield	Correspondence with C. Tchoi regarding requests from DIP Lender.	0.40	152.00	B230
5/30/17	M.S. Layfield	Review and analysis of Proposed Orders on matters set by Committee for hearing on May 31. Correspondence with US Trustee and delivery of proposed orders for review and comment.	1.80	684.00	B110
5/30/17	M.S. Layfield	Review and revise Notice of Adjournment and follow up correspondence with S. Cho and M. Bove regarding filing and the notice to other parties.	0.80	304.00	B110
5/30/17	M.S. Layfield	Conference and work with Pachulski Team regarding matters set on Agenda and continuance of Disclosure Statement.	1.30	494.00	B410
5/30/17	M.S. Layfield	Initial preparation for hearing and review of Motions to present to Court.	2.20	836.00	B410
5/30/17	M.S. Layfield	Further conference and work with Pachulski team on US Trustee request for revisions to Order retaining certain professionals.	0.50	190.00	B410
5/30/17	M.S. Layfield	Correspondence with multiple financial journalists regarding filings and projection of case.	0.60	228.00	B410
5/30/17	R.M. O'Brien	Preparation of hearing binder.	0.70	119.00	B110
5/30/17	R.M. O'Brien	File Certificate of Service with the U.S. Bankruptcy Court for the Eastern District of Missouri.	0.50	85.00	B110
5/30/17	R.M. O'Brien	File Notice of Continuance with the U.S. Bankruptcy Court for the Eastern District of Missouri.	0.50	85.00	B110



## Invoice Detail

For Professional Services Through 5/31/17

File No. 090274-569463

**Re: Chapter 11 Bankruptcy**

Page 21

June 22, 2017

Invoice No: 1412501

5/31/17	J.E. Bird	Review Debtor's Monthly Operating Report for April 2017 (.20). Review Notice and Agenda for matters scheduled 5/31/17 (.10).	0.30	165.00	B290
5/31/17	J.E. Bird	Review and consider Objection/Reservation of Rights to Debtor's Disclosure Statement by Various Retirees.	0.40	220.00	B320
5/31/17	J.E. Bird	Review Notice of Hearing regarding Application to Employ Back Bay Management Corporation.	0.10	55.00	B110
5/31/17	S.M. Katona	Update with Attorney Layfield regarding outcome of hearing and status of Polsinelli's retention.	0.20	80.00	B410
5/31/17	M.S. Layfield	Preparation of revisions and review of Notice of Adjournment and work with S. Cho and P. Jeffries regarding filing of the same.	0.60	228.00	B110
5/31/17	M.S. Layfield	Review special counsel representation invoice for ad-hoc first lien lenders.	0.30	114.00	B230
5/31/17	M.S. Layfield	Review of Debtor's Motion to Extend Time and additional Retention Application for Professionals.	0.40	152.00	B410
5/31/17	M.S. Layfield	Preparation of revisions to Orders reflecting Court comments at hearing. Submission of Orders granted at May 31 hearing	1.70	646.00	B410
5/31/17	M.S. Layfield	Appear and present Retention Application and confidentiality Motions before Court. Present arguments for continued hearing date.	2.30	874.00	B410
5/31/17	M.S. Layfield	Further preparation for hearing on all matters set for May 31.	1.30	494.00	B410
5/31/17	R.M. O'Brien	Further preparation and filing of Notice of Hearing with the U.S. Bankruptcy Court for the Eastern District of Missouri.	0.60	102.00	B110

Total Professional Services

\$54,596.00



## Invoice Detail

For Professional Services Through 5/31/17  
File No. 090274-569463  
**Re: Chapter 11 Bankruptcy**

Page 22  
June 22, 2017  
Invoice No: 1412501

### Timekeeper Summary

Timekeeper	Hours	Rate	Amount
J.E. Bird	8.20	550.00	\$4,510.00
C.A. Ward	5.70	550.00	3,135.00
S.M. Katona	15.10	400.00	6,040.00
M.S. Layfield	98.40	380.00	37,392.00
R.M. O'Brien	20.70	170.00	3,519.00
<b>Total Professional Charges</b>	<b>148.10</b>		<b>\$54,596.00</b>

### Task Code Summary

Task Code	Description	Hours	Amount
B110	Case Administration	33.80	\$9,320.00
B150	Creditor Committee Meetings	5.30	2,190.00
B160	Employment/fee Applications	30.20	11,826.00
B185	Assumption/rejection Of Leases & Contracts	10.40	3,843.00
B190	Litigation & Other Contested Matters	5.60	2,144.00
B230	Financing & Cash Collateral	9.40	3,629.00
B270	Budgeting	1.00	430.00
B290	Schedules/sofas/ust Reports	0.30	165.00
B300	Claims	0.40	152.00
B320	Plan & Disclosure Statement (Including Business Pl	16.60	7,056.00
B410	General Bankruptcy Advice/opinions	35.10	13,841.00
	<b>Total Professional Charges</b>	<b>148.10</b>	<b>\$54,596.00</b>

### Disbursements

Date	Amount
Document Reproduction	\$168.00
Postage	209.65
04/27/17 Filing Fees Filing Fee - Pro Hac Vice Fee Shanti Katona 0865-5928928	100.00
04/27/17 Filing Fees Filing Fee - Pro Hac Vice Fee Christopher Ward 0865-5928951	100.00
05/01/17 Filing Fees Filing Fee - Pro Hac Vice Fee Jeffrey Pomerantz 0865-5933307	100.00
05/01/17 Filing Fees Filing Fee - Pro Hac Vice Fee Robert Feinstein 0865-5933327	100.00
05/15/17 Working lunch with PSZJ co-counsel.	33.88



## Invoice Detail

For Professional Services Through 5/31/17  
File No. 090274-569463  
**Re: Chapter 11 Bankruptcy**

Page 23  
June 22, 2017  
Invoice No: 1412501

**Total Disbursements**

**\$811.53**

Total Disbursements

811.53

**Total Current Charges Due**

**\$55,407.53**



100 South Fourth Street, Suite 1000, St. Louis, Missouri 63102 | Phone: (314) 889-8000 [www.polsinelli.com](http://www.polsinelli.com)

This invoice reflects services performed and expenses incurred on your behalf. Your prompt attention is appreciated. Please contact us immediately to discuss any questions you may have. Thank you for this opportunity to serve you.

Official Committee of Unsecured Creditors of Payless  
ShoeSource, LLC

June 22, 2017  
Invoice No.: 1412501  
File No.: 090274-569463

**Re: Chapter 11 Bankruptcy**

### Invoice Summary

Current Professional Services	\$54,596.00
Current Disbursements	<u>811.53</u>
<b>Total Current Invoice - Due Upon Receipt</b>	<b>\$55,407.53</b>

Questions regarding payments or accounts, please call 1-877-577-7455 or [acctbilling@polsinelli.com](mailto:acctbilling@polsinelli.com).  
For other inquiries, please contact Chris A. Ward at (302) 252-0920 or [cward@polsinelli.com](mailto:cward@polsinelli.com).

Please make checks payable to  
**Polsinelli PC**  
P.O. Box 878681  
Kansas City, MO 64187-8681  
Wire Instructions:  
US Bank  
Acct: **Polsinelli PC**  
Acct #: 4343953230  
ABA #: 101000187  
SWIFT Code - USBKUS44IMT  
Please reference Invoice No.



222 Delaware Ave., Suite 1101, Wilmington, DE 19801 | Phone: (302) 252-0920 [www.polsinelli.com](http://www.polsinelli.com)

This invoice reflects services performed and expenses incurred on your behalf. Your prompt attention is appreciated. Please contact us immediately to discuss any questions you may have. Thank you for this opportunity to serve you.

Official Committee of Unsecured Creditors of Payless  
ShoeSource, LLC

**July 9, 2017**  
Invoice No: 1422121  
File No: 090274-569463

**Re: Chapter 11 Bankruptcy**

---

### Invoice Summary

Current Professional Services	\$56,449.00
Current Disbursements	<u>1,586.29</u>
<b>Total Current Invoice - Due Upon Receipt</b>	<b>\$58,035.29</b>
Previous Unpaid Invoices (PLEASE DISREGARD IF ALREADY PAID)	55,407.53
Payments Received	<u>0.00</u>
<b>Total Amount (All unpaid balances are Due Immediately)</b>	<b><u>\$113,442.82</u></b>

---

Questions regarding payments or accounts, please call **1-877-577-7455** or [acctbilling@polsinelli.com](mailto:acctbilling@polsinelli.com).  
For other inquiries, please contact **Chris A. Ward** at (302) 252-0920 or [cward@polsinelli.com](mailto:cward@polsinelli.com).

Please make checks payable to  
**Polsinelli PC**  
P.O. Box 878681  
Kansas City, MO 64187-8681  
Wire Instructions:  
US Bank  
Acct: **Polsinelli PC**  
Acct #: 4343953230  
ABA #: 101000187  
SWIFT Code - USBKUS44IMT  
Please reference Invoice No.

### Due Upon Receipt

**Late Payment Charge: 1% per month may be charged on outstanding balances**  
Polsinelli PC, Polsinelli LLP in California



## Invoice Detail

For Professional Services Through 6/30/17  
File No. 090274-569463  
**Re: Chapter 11 Bankruptcy**

Page 2  
July 9, 2017  
Invoice No: 1422121

### Professional Services

Date	Timekeeper	Description	Hours	Amount	Task Code
6/1/17	M.S. Layfield	Receive and review numerous creditor objections to Debtor's Motion(s) to close stores and negotiate lease agreements.	2.10	\$798.00	B185
6/2/17	C.A. Ward	Review and comment on updated critical dates calendar of pending dates and deadlines, various correspondence re same	0.10	55.00	B400
6/5/17	J.E. Bird	Review of selected daily bankruptcy pleadings and scheduling orders.	0.20	110.00	B110
6/5/17	M.S. Layfield	Work with M. Bove regarding pending response deadlines and supplemental responses by Committee.	1.60	608.00	B110
6/5/17	M.S. Layfield	Correspondences with C. Tchoi at Province regarding multiple issues.	0.60	228.00	B110
6/5/17	M.S. Layfield	Receive and analysis of SERP claimants and inquiry by US Trustee on committee representation. Report to P. Randolph on ad-hoc committee status.	1.30	494.00	B150
6/6/17	C.A. Ward	Review detailed Polsinelli time entries for previous month for accuracy and privilege, correspondence with accounting re monthly invoice	0.20	110.00	B164
6/6/17	M.S. Layfield	Further review of Motion for Entry of Disclosure Statement and revised scheduling order.	2.30	874.00	B320
6/6/17	M.S. Layfield	Receive and review Amended DIP Credit Agreement.	0.90	342.00	B230
6/6/17	M.S. Layfield	Receive multiple applications and declarations for Ordinary Course Professionals.	0.70	266.00	B320



## Invoice Detail

For Professional Services Through 6/30/17

File No. 090274-569463

**Re: Chapter 11 Bankruptcy**

Page 3

July 9, 2017

Invoice No: 1422121

6/6/17	M.S. Layfield	Receive and review Declarations and supporting materials for Debtor's Amended Plan and Disclosure Statement.	1.30	494.00	B320
6/6/17	M.S. Layfield	Receive and review Amended Pleadings, Disclosure Statement, and Chapter 11 Plan with accompanying scheduling Motion for applicable dates.	2.70	1,026.00	B320
6/7/17	M.S. Layfield	Preparation of timeline and documents regarding additional Motion for Standing issues and 8th Circuit applicable cases. Report to M. Bove and S. Golden regarding the same.	2.40	912.00	B110
6/7/17	M.S. Layfield	Work with M. Bove regarding Chambers preferred Seal Procedures, documents for sealing, and pleadings associated with sealed documents.	1.80	684.00	B110
6/7/17	M.S. Layfield	Work with Pachulski Team regarding disclosure statement response, stipulations, and procedure for submission of stipulations.	2.20	836.00	B320
6/8/17	C.A. Ward	Correspondence with Matt Layfield and Shanti Katona re Polsinelli monthly fee application	0.10	55.00	B164
6/8/17	S.M. Katona	Preliminary review of draft invoice for first fee application.	0.50	200.00	B164
6/8/17	M.S. Layfield	Review of Second Notice of Rejection of store leases.	1.30	494.00	B185
6/8/17	M.S. Layfield	Analysis of Confidentiality Stipulation and Protective Order. Work with M. Bove regarding Protective Order directives on sealed documents.	2.30	874.00	B190
6/8/17	M.S. Layfield	Teleconference with Pachulski Team concerning legal strategy.	1.10	418.00	B410
6/8/17	M.S. Layfield	Attend hearing on Debtor's Motion related to store closings. Post hearing meeting with landlord counsel on Disclosure Statement options.	2.10	798.00	B320



## Invoice Detail

For Professional Services Through 6/30/17

File No. 090274-569463

**Re: Chapter 11 Bankruptcy**

Page 4

July 9, 2017

Invoice No: 1422121

6/8/17	M.S. Layfield	Work with M. Bove regarding deadlines and additional filings on behalf of Committee.	1.30	494.00	B320
6/8/17	M.S. Layfield	Preparation for hearing on Debtor's Motion(s) set for June 8.	1.70	646.00	B410
6/9/17	C.A. Ward	Review and comment on updated critical dates calendar of pending dates and deadlines, various correspondence re same	0.10	55.00	B400
6/9/17	M.S. Layfield	Work and correspondence with B. Sandler regarding potential hearing dates for additional pleadings. Work with Chambers regarding hearing dates.	0.70	266.00	B110
6/9/17	M.S. Layfield	Analysis of Amended Disclosure statement provisions, funding and release provisions.	1.90	722.00	B320
6/9/17	M.S. Layfield	Correspondence and work with S. Golden regarding Disclosure Statement supplemental objection and response to Debtor's Objection to Shaked Retention Application.	1.10	418.00	B110
6/9/17	M.S. Layfield	Research and analysis of opt-in/opt-out authority and applicable case law. Analysis of Fidelis decision and operative facts. Report and advise on local standing of certain issues regarding third party release claims to S. Golden.	2.80	1,064.00	B320
6/9/17	M.S. Layfield	Analysis of Amended Plan operative funding provisions.	2.10	798.00	B320
6/9/17	M.S. Layfield	Review and analysis of Debtor counsel Fee and Expense Statement.	1.10	418.00	B410
6/9/17	M.S. Layfield	Further work with S. Golden regarding Shaked Application and pending negotiations with Debtor and Debtor affiliates.	0.80	304.00	B110
6/9/17	N.A. Griebel	Conference with assigning partner Matt Layfield regarding status of case and project pertaining to third party releases.	1.10	275.00	B110



## Invoice Detail

For Professional Services Through 6/30/17

File No. 090274-569463

**Re: Chapter 11 Bankruptcy**

Page 5

July 9, 2017

Invoice No: 1422121

6/9/17	N.A. Griebel	Commenced research pertaining to third party releases and whether the 8th Circuit is an opt-out v. opt-in jurisdiction as to the form of ballots.	2.20	550.00	B320
6/9/17	N.A. Griebel	Commenced drafting research memorandum summarizing findings pertaining to third party releases and 8th Circuit law.	3.30	825.00	B320
6/10/17	M.S. Layfield	Multiple correspondences with S. Golden and B. Sandler regarding resolution of Shaked Application and pending supplemental Objection to Disclosure Statement.	2.40	912.00	B110
6/11/17	M.S. Layfield	Receive and review multiple objections filed by Landlord Creditors and Trade Creditors to disclosure statement.	1.60	608.00	B410
6/12/17	J.E. Bird	Review of daily bankruptcy filed pleadings.	0.10	55.00	B200
6/12/17	S.M. Katona	Review summary of objections to disclosure statement and omnibus reply in support of same.	0.50	200.00	B320
6/12/17	M.S. Layfield	Multiple correspondence with R. Feinstein and J. Pomerantz regarding Disclosure Statement Hearing.	0.60	228.00	B410
6/12/17	M.S. Layfield	Work with D. Grassgreen regarding Stipulated Order tolling challenge period.	0.60	228.00	B410
6/12/17	M.S. Layfield	Work with Province regarding financial disclosures.	0.40	152.00	B110
6/12/17	M.S. Layfield	Teleconference with Chambers regarding additional hearing dates for further Motions.	0.70	266.00	B110
6/12/17	M.S. Layfield	Review modifications from DIP Order.	0.30	114.00	B230
6/12/17	M.S. Layfield	Conference and correspondence with multiple creditors and counsel regarding Disclosure Statement Hearing.	0.90	342.00	B320



## Invoice Detail

For Professional Services Through 6/30/17

File No. 090274-569463

**Re: Chapter 11 Bankruptcy**

Page 6

July 9, 2017

Invoice No: 1422121

6/12/17	M.S. Layfield	Receive and review Motion(s) to Seal and Expedite for filing. Work with S. Golden on filing the same. Prepare Sealed Document for submission to Chambers.	2.10	798.00	B320
6/12/17	M.S. Layfield	Teleconference with S. Golden regarding procedures for sealing documents, and additional filings with confidential information.	0.40	152.00	B320
6/12/17	M.S. Layfield	Receive, review and revisions regarding Supplemental Objection to Disclosure Statement. Correspondence with D. Grassgreen and Pachulski Team concerning the same and filing.	2.40	912.00	B320
6/12/17	R.M. O'Brien	Final preparation and file Objection of the Official Committee of Unsecured Creditors to Debtors' Motion for Entry of an Order (I) Approving the Adequacy of the Debtors Disclosure Statement, (II) Fixing Dates and Deadlines Related to Confirmation of the Plan, (III) Approving Certain Procedures for Soliciting and Tabulating the Votes On, and for Objecting to, the Plan, (IV) Approving the Rights Offering Procedures, Subscription Form and Authorizing the Retention of Financial Balloting Group LLC in Connection Therewith, and (V) Approving the Manner and Form of the Notices and Other Documents Related Thereto with the U.S. Bankruptcy Court for the Eastern District of Missouri.	0.40	68.00	B110
6/12/17	R.M. O'Brien	Preparation of hearing binders.	1.60	272.00	B110
6/12/17	R.M. O'Brien	Final preparation and file Motion to Seal, Motion to Expedite Hearing and Notice of Hearing on Official Committee of Unsecured Creditors to Debtors' Motion to Seal with the U.S. Bankruptcy Court for the Eastern District of Missouri.	0.60	102.00	B320
6/12/17	N.A. Griebel	Review, strategy and analysis of Payless' Petition for Bankruptcy.	0.50	125.00	B110
6/12/17	N.A. Griebel	Review and analyze purported Joint Plan of Debtors.	2.60	650.00	B320



## Invoice Detail

For Professional Services Through 6/30/17

File No. 090274-569463

**Re: Chapter 11 Bankruptcy**

Page 7

July 9, 2017

Invoice No: 1422121

6/13/17	J.E. Bird	Review Debtor's 2nd Amended Joint Plan of Reorganization and Reply for Entities Advised by Golden Gate Capital to Committee Objection to Adequacy of Disclosure Statement. Review agenda of matters scheduled June 14, 2017.	0.50	275.00	B190
6/13/17	S.M. Katona	Review and comment on draft motion seeking standing and corresponding sealing motion; Various communications with M. Layfield re logistics for procedure and filing.	0.70	280.00	B190
6/13/17	M.S. Layfield	Further correspondence with D. Grassgreen and preparation of revision to Stipulated Order. Submission to Chambers for entry.	0.80	304.00	B320
6/13/17	M.S. Layfield	Review and analysis of Debtor Omnibus reply to objections to disclosure statement.	1.10	418.00	B320
6/13/17	M.S. Layfield	Final revisions to Standing Motion and filing of the same with Notice of Hearing.	1.40	532.00	B410
6/13/17	M.S. Layfield	Receive, analysis and review of Golden Gate Capital reply to Committee Objection.	1.80	684.00	B320
6/13/17	M.S. Layfield	Review Agenda filed by Debtors Counsel.	0.30	114.00	B410
6/13/17	M.S. Layfield	Receive and brief review Third Amended Plan and Disclosure Statement and correspondence from J. Altman concerning the same.	1.60	608.00	B320
6/13/17	M.S. Layfield	Work and multiple correspondences with M. Bove regarding Motion for Standing and pending filing of supporting documents.	0.80	304.00	B410
6/13/17	M.S. Layfield	Work with S. Golden regarding Notice of Hearing requirements.	0.40	152.00	B190
6/13/17	M.S. Layfield	Work with N. Griebel on supporting case law regarding standing Motion.	0.50	190.00	B190



## Invoice Detail

For Professional Services Through 6/30/17

File No. 090274-569463

**Re: Chapter 11 Bankruptcy**

Page 8

July 9, 2017

Invoice No: 1422121

6/13/17	M.S. Layfield	Preparation for Disclosure Statement hearing and further review and analysis of Disclosure Statement, Plan, and affiliated supporting documents. Work with D. Grassgreen on an additional documents and disclosures needed.	2.90	1,102.00	B320
6/13/17	M.S. Layfield	Review and analysis of Ad Hoc committee filings in support of Debtor.	0.50	190.00	B320
6/13/17	M.S. Layfield	Correspondence with Landlord creditor regarding proof of claim inquiries.	0.50	190.00	B310
6/13/17	M.S. Layfield	Review Hearing Binder contents and confirm delivery for Pachulski Team.	0.40	152.00	B110
6/13/17	M.S. Layfield	Correspondence with B. Sandler and Pachulski Team regarding Stipulation and Challenge Period. Work with Debtor counsel and Lender counsel regarding stipulation. Conference with E. Edelman.	0.90	342.00	B410
6/13/17	T.J. Backus	Review and finalize the Motion to File Motion and Exhibit Under Seal and the Notice of Hearing. (.60) File the Motion and Notice electronically with the court. (.40) Communications with Matt Layfield regarding same. (.20)	1.20	180.00	B190
6/13/17	N.A. Griebel	Review and analyze purported Disclosure Statement.	3.20	800.00	B320
6/13/17	N.A. Griebel	Review and analyze the Committee's objections to Debtor's purported Disclosure Statement.	1.50	375.00	B320
6/13/17	N.A. Griebel	Highlight, print and assemble a dozen copies of the RSA and Term Sheet in preparation for hearing on Committee's objections to Disclosure Statement.	1.00	250.00	B320
6/13/17	N.A. Griebel	Finalize research memo regarding 8th Circuit's stance on opt-in v. opt-out balloting pertaining to third party releases.	0.80	200.00	B320



## Invoice Detail

For Professional Services Through 6/30/17

File No. 090274-569463

**Re: Chapter 11 Bankruptcy**

Page 9

July 9, 2017

Invoice No: 1422121

6/14/17	C.A. Ward	Correspondence with counsel to Ad Hoc SERP Committee and Creditors' Committee counsel re standing motion and copy of unsealed motion	0.10	55.00	B190
6/14/17	C.A. Ward	Review docket and recently filed pleadings in bankruptcy case	0.40	220.00	B400
6/14/17	M.S. Layfield	Further preparation for hearing on Debtors' Disclosure Statement.	2.10	798.00	B320
6/14/17	M.S. Layfield	Review revised Orders granting Motion for inclusion of reference to Committee changes as Ordered by Judge Surratt-States.	1.30	494.00	B320
6/14/17	M.S. Layfield	Attend continued 341 Creditor's Meeting. Post-hearing meeting with Province Team. Report to Pachulski Team.	1.40	532.00	B150
6/14/17	M.S. Layfield	Attend Disclosure Statement Hearing and additional Motion(s) heard by Court of Debtor and Committee. Work with R. Feinstein and J. Pomeranz post-hearing.	3.90	1,482.00	B320
6/14/17	T.J. Backus	Electronically file the Certificates of Service for the standing motions and the motion to file under seal.	0.40	60.00	B110
6/14/17	N.A. Griebel	Attended hearing on Committee's objections to disclosure statement.	3.00	750.00	B320
6/14/17	N.A. Griebel	Post-hearing de-briefing and conference.	0.60	150.00	B145
6/14/17	N.A. Griebel	Attended 341 Creditors Meeting	2.00	500.00	B145
6/14/17	N.A. Griebel	Pre-hearing preparation regarding Committee's objections to Disclosure Statement.	0.70	175.00	B190
6/15/17	M.S. Layfield	Further preparation of submission of Orders and update to applicable parties.	0.40	152.00	B410



## Invoice Detail

For Professional Services Through 6/30/17

File No. 090274-569463

**Re: Chapter 11 Bankruptcy**

Page 10

July 9, 2017

Invoice No: 1422121

6/15/17	M.S. Layfield	Receive and review Orders Expediting Hearing, Sealing Shaked Report, and retaining Shaked/Back Bay Management. Multiple correspondences with M. Bove regarding Orders and revisions to the same.	1.90	722.00	B160
6/15/17	M.S. Layfield	Receive and review all final Orders from hearing on June 14.	2.10	798.00	B410
6/16/17	J.E. Bird	Review Stipulated Order Regarding Committee's Motion for Derivative Standing with Respect to Potential Sponsor Standing Motion and Extension of Challenge Deadline for the Committee with Respect to Potential Lender Standing Motion.	0.20	110.00	B200
6/16/17	J.E. Bird	Review Order Granting Motion to Approve Disclosure Statement, et al.	0.20	110.00	B200
6/16/17	J.E. Bird	Brief review of Debtor's 3rd Amended Joint Plan and 3rd Amended Disclosure Statement.	0.40	220.00	B320
6/16/17	J.E. Bird	Review Stipulated Order with Prepetition Revolver Agent Reserving Certain Committee Challenge rights under Final DIP Financing.	0.20	110.00	B200
6/16/17	C.A. Ward	Review and comment on updated critical dates calendar of pending dates and deadlines, various correspondence re same	0.10	55.00	B400
6/16/17	M.S. Layfield	Receive and review correspondence from Debtor Counsel regarding proposed treatment of discovery between parties.	0.50	190.00	B190
6/16/17	M.S. Layfield	Receive and review pleadings filed by Debtors seeking to change date of hearing on Standing Motion.	1.40	532.00	B190
6/16/17	M.S. Layfield	Receive and brief review of discovery propounded on Committee professionals and experts.	1.30	494.00	B190



## Invoice Detail

For Professional Services Through 6/30/17

File No. 090274-569463

**Re: Chapter 11 Bankruptcy**

Page 11

July 9, 2017

Invoice No: 1422121

6/16/17	M.S. Layfield	Conference with M. Bove regarding prior Notice of Hearing on Motion for Standing. Review and analysis of objection deadline.	0.60	228.00	B410
6/16/17	M.S. Layfield	Preparation of revised pleadings and objection deadlines regarding Committee Motion(s). Correspondence and report to M. Bove regarding the same, and report to UST for revised objection deadline.	1.20	456.00	B410
6/16/17	T.J. Backus	Coordinate with Matt Layfield to Review and finalize the Amended Notice of Hearing. (.10) Electronically file the Notice with the court. (.20)	0.30	45.00	B110
6/17/17	J.E. Bird	Review Debtor's Motion to Continue Hearing on Committee Motion for Entry of Order Authorizing the Committee to Prosecute Certain Claims on Behalf of Bankruptcy Estates.	0.20	110.00	B200
6/17/17	C.A. Ward	Correspondence with counsel to Ad Hoc SERP Committee and Committee counsel re Debtor's motion to continue standing motion and status of settlement discussions	0.10	55.00	B190
6/19/17	S.M. Katona	Communications with M. Layfield regarding EDMo procedures for interim fee applications and discuss revisions to invoice for privilege.	0.30	120.00	B160
6/19/17	M.S. Layfield	Receive and review Agenda for June 21 Hearing.	0.60	228.00	B110
6/19/17	M.S. Layfield	Receive and review Certificate of Service for Amended Notice of Hearing.	0.30	114.00	B400
6/19/17	M.S. Layfield	Review and analysis of financial information and report C. Tchoi and Province Team.	0.60	228.00	B230
6/19/17	M.S. Layfield	Conference with US Trustee regarding Orders submitted from June 14 hearing.	0.30	114.00	B110
6/20/17	J.E. Bird	Review of daily bankruptcy pleadings.	0.20	110.00	B190



## Invoice Detail

For Professional Services Through 6/30/17

File No. 090274-569463

**Re: Chapter 11 Bankruptcy**

Page 12

July 9, 2017

Invoice No: 1422121

6/20/17	M.S. Layfield	Correspondence with B. Sandler and A. Caine concerning pending resolution of litigation.	0.50	190.00	B300
6/20/17	M.S. Layfield	Preparation for June 21 hearing and Debtor Motion to Continue Committee's Standing Motion.	1.40	532.00	B190
6/20/17	M.S. Layfield	Further correspondence with B. Sandler and Pachulski Team regarding June 21 hearing and pending resolution of items.	0.50	190.00	B400
6/20/17	M.S. Layfield	Initial review and receipt of Debtor responses to discovery from Sponsor parties and Committee. Follow up correspondence with E. Edelman regarding responses and objections.	2.30	874.00	B190
6/20/17	M.S. Layfield	Receive and review Third List of Store Closings as Amended.	0.40	152.00	B185
6/20/17	M.S. Layfield	Brief review of Prime Clerk application and claims.	0.60	228.00	B190
6/20/17	M.S. Layfield	Further work with A. Caine and B. Sandler concerning hearing on June 21 and action items prior to confirmation.	1.20	456.00	B110
6/20/17	M.S. Layfield	Correspondence with M. Bove regarding Agenda and Hearing for June 21.	0.40	152.00	B145
6/20/17	M.S. Layfield	Review and analysis of Alvarez and Marsal retention and CRO application.	0.50	190.00	B160
6/20/17	N.A. Griebel	Review the Committee's Motion for Standing.	0.70	175.00	B190
6/21/17	J.E. Bird	Review daily bankruptcy pleadings, including notice of plan settlement and intent to amend plan and disclosure statement, including dispute over dividends.	0.40	220.00	B190
6/21/17	S.M. Katona	Work on Polsinelli's first monthly fee application, including revising per privilege and for conformity with UST guidelines.	1.50	600.00	B164



## Invoice Detail

For Professional Services Through 6/30/17

File No. 090274-569463

**Re: Chapter 11 Bankruptcy**

Page 13

July 9, 2017

Invoice No: 1422121

6/21/17	M.S. Layfield	Appear and conduct June 21 Omnibus Hearing on behalf of Committee.	1.80	684.00	B145
6/21/17	M.S. Layfield	Further preparation for June 21 Hearing and review of Plan Settlement disclosure Notice.	1.60	608.00	B400
6/21/17	M.S. Layfield	Review and analysis of Exhibits A – B filed by Debtors' counsel regarding additional disclosure of revised Disclosure Statement.	1.30	494.00	B110
6/21/17	M.S. Layfield	Post Hearing conference with E. Edelman, counsel for Debtors.	0.50	190.00	B400
6/21/17	N.A. Griebel	Review Committee's Settlement Plan.	0.20	50.00	B190
6/21/17	N.A. Griebel	Attended Omnibus Hearing.	1.40	350.00	B145
6/21/17	N.A. Griebel	Review Committee's proposed Complaint attached to Motion for Standing.	0.50	125.00	B300
6/22/17	C.A. Ward	Review entered orders approving the retention of Committee professionals and clarifying sharing information with creditors	0.10	55.00	B150
6/22/17	M.S. Layfield	Review and analysis of initial draft of fee application. Preparation of revisions to the same.	1.40	532.00	B164
6/22/17	M.S. Layfield	Review additional Orders submitted by Debtor for Chambers approval and entry.	0.90	342.00	B110
6/22/17	M.S. Layfield	Multiple correspondences with M. Bove and J. Pomerantz concerning revisions to Committee Letter, third-party releases, and other issues related to revised disclosure statement and solicitation package.	0.90	342.00	B400
6/23/17	J.E. Bird	Review daily bankruptcy orders and pleadings. Brief review of amended plan and disclosure statement.	0.30	165.00	B190



## Invoice Detail

For Professional Services Through 6/30/17  
File No. 090274-569463  
**Re: Chapter 11 Bankruptcy**

Page 14  
July 9, 2017  
Invoice No: 1422121

6/23/17	C.A. Ward	Review and comment on updated critical dates calendar of pending dates and deadlines, various correspondence re same	0.10	55.00	B400
6/23/17	M.S. Layfield	Teleconference with B. Heisenberg with TR Capital regarding claims and creditor status.	0.40	152.00	B400
6/23/17	M.S. Layfield	Receive and brief review of Fourth Amended Plan and Fourth Amended Disclosure Statement for relevant provision amendments.	2.60	988.00	B320
6/23/17	M.S. Layfield	Further correspondence with E. Edelman regarding submission of updated Solicitation Materials and relevant Orders to Chambers.	0.80	304.00	B110
6/23/17	M.S. Layfield	Analysis of local rules regarding omnibus objection claim procedures and review of similarly situated debtor treatment of objections. Work with A. Caine regarding the same.	1.20	456.00	B400
6/24/17	M.S. Layfield	Receive and reply to correspondence from various media outlets regarding revised disclosure statement and plan.	0.50	190.00	B110
6/26/17	S.M. Katona	Attention to budgeting and correspondence re same with M. Layfield.	0.20	80.00	B230
6/26/17	M.S. Layfield	Review and analysis of multiple pleadings and Orders filed with the Court by Debtors suspending deadlines and hearing dates and other pending issues in Debtors' case. Work with M. Bove regarding effect and Committee obligations for compliance.	1.70	646.00	B320
6/26/17	M.S. Layfield	Report and correspondence with A. Caine regarding further case procedures issues and First Day Orders.	0.30	114.00	B110
6/26/17	M.S. Layfield	Correspondence and report to C. Tchoi and Province Team on multiple matters.	0.50	190.00	B400
6/26/17	M.S. Layfield	Multiple correspondence with E. Edelman, counsel for debtor, regarding case management procedures.	0.40	152.00	B110



## Invoice Detail

For Professional Services Through 6/30/17

File No. 090274-569463

**Re: Chapter 11 Bankruptcy**

Page 15

July 9, 2017

Invoice No: 1422121

6/27/17	M.S. Layfield	Work with M. Bove regarding additional pleadings for filing and resolution of hearings set for July 5 and July 7.	0.80	304.00	B400
6/27/17	M.S. Layfield	Receive and review final orders on Third List of Store Closings.	0.40	152.00	B185
6/27/17	M.S. Layfield	Multiple correspondences with US Trustee office regarding Standing Motion and resolution of the same. Conference with Chambers regarding procedural issues with continuance.	0.50	190.00	B400
6/28/17	M.S. Layfield	Preparation of Motion to Withdraw Notice of Hearing. Work with R. O'Brien filing the same and follow up notice and discussion with multiple constituents and parties.	1.20	456.00	B400
6/28/17	M.S. Layfield	Multiple correspondence with M. Bove regarding Chambers preferred treatment of July 5 hearing and local custom and procedures for hearing treatment.	0.80	304.00	B110
6/28/17	R.M. O'Brien	File Motion to Withdraw Notice of Hearing with the U.S. Bankruptcy Court for the Eastern District of Missouri.	0.50	85.00	B110
6/28/17	R.M. O'Brien	Preparation of Motion to Withdraw Notice of Hearing.	0.50	85.00	B110
6/29/17	J.E. Bird	Review Motion to Withdraw Notice of Hearing and recent bankruptcy pleadings.	0.10	55.00	B210
6/29/17	M.S. Layfield	Work with M. Bove regarding further notice of Withdrawal of Hearing set for July 5 and other issues related to resolution of issues pending before Court. Work with R. O'Brien regarding the same.	1.40	532.00	B400
6/29/17	M.S. Layfield	Multiple conferences with Clerk of Bankruptcy Court regarding revision of Docket Text regarding removal of July 5 hearing. Review revised entry.	1.20	456.00	B110



## Invoice Detail

For Professional Services Through 6/30/17

File No. 090274-569463

**Re: Chapter 11 Bankruptcy**

Page 16

July 9, 2017

Invoice No: 1422121

6/29/17	M.S. Layfield	Correspondence and conference call with multiple Court personnel concerning treatment of withdraw of Notice of Hearing and resolution of pending hearings.	0.80	304.00	B110
6/29/17	R.M. O'Brien	Service of Withdraw Notice of Hearing filed with the U.S. Bankruptcy Court for the Eastern District of Missouri.	1.20	204.00	B110
6/30/17	C.A. Ward	Review and comment on updated critical dates calendar of pending dates and deadlines, various correspondence re same	0.10	55.00	B110
6/30/17	M.S. Layfield	Receive, review and initial analysis of Munger, Tolles & Olson, LLP fee application.	0.50	190.00	B110
Total Professional Services				\$56,449.00	

## Timekeeper Summary

Timekeeper	Hours	Rate	Amount
J.E. Bird	3.00	550.00	\$1,650.00
C.A. Ward	1.50	550.00	825.00
S.M. Katona	3.70	400.00	1,480.00
M.S. Layfield	118.60	380.00	45,068.00
N.A. Griebel	25.30	250.00	6,325.00
R.M. O'Brien	4.80	170.00	816.00
T.J. Backus	1.90	150.00	285.00
<b>Total Professional Charges</b>	<b>158.80</b>		<b>\$56,449.00</b>



## Invoice Detail

For Professional Services Through 6/30/17  
File No. 090274-569463  
**Re: Chapter 11 Bankruptcy**

Page 17  
July 9, 2017  
Invoice No: 1422121

### Task Code Summary

Task Code	Description	Hours	Amount
B110	Case Administration	29.30	\$9,934.00
B145	Court Hearings	6.20	1,836.00
B150	Creditor Committee Meetings	2.80	1,081.00
B160	Employment/fee Applications	2.70	1,032.00
B164	Polsinelli Fee Applications	3.70	1,497.00
B185	Assumption/rejection Of Leases & Contracts	4.20	1,596.00
B190	Litigation & Other Contested Matters	15.80	5,806.00
B200	Operations	0.90	495.00
B210	Business Operations	0.10	55.00
B230	Financing & Cash Collateral	2.00	764.00
B300	Claims	1.00	315.00
B310	Claims Administration & Objections	0.50	190.00
B320	Plan & Disclosure Statement (Including Business Pl	64.60	22,212.00
B400	Bankruptcy-related Advice	10.60	4,164.00
B410	General Bankruptcy Advice/opinions	14.40	5,472.00
	<b>Total Professional Charges</b>	<b>158.80</b>	<b>\$56,449.00</b>

### Disbursements

Date		Amount
	Postage	\$22.54
06/12/17	Document Reproduction - Color	244.50
06/13/17	Document Reproduction - Color	1,235.25
06/14/17	Meals Matthew S. Layfield Lunch with client Payless to discuss matter at The WheelHouse.	84.00
	<b>Total Disbursements</b>	<b>\$1,586.29</b>
Total Disbursements		<u>1,586.29</u>
<b>Total Current Charges Due</b>		<u><b>\$58,035.29</b></u>



## Invoice Detail

For Professional Services Through 6/30/17  
File No. 090274-569463  
**Re: Chapter 11 Bankruptcy**

Page 18  
July 9, 2017  
Invoice No: 1422121

### Statement of Outstanding Invoices

Date	Inv#	Amount	Credit	Payments	Balance*
06/22/17	1412501	\$55,407.53	\$0.00	\$0.00	\$55,407.53
<b>Total of Prior Balance Due</b>					<b>\$55,407.53</b>

\*If a payment has already been made, thank you.



222 Delaware Ave., Suite 1101, Wilmington, DE 19801 | Phone: (302) 252-0920 [www.polsinelli.com](http://www.polsinelli.com)

This invoice reflects services performed and expenses incurred on your behalf. Your prompt attention is appreciated. Please contact us immediately to discuss any questions you may have. Thank you for this opportunity to serve you.

Official Committee of Unsecured Creditors of Payless  
ShoeSource, LLC

July 9, 2017  
Invoice No.: 1422121  
File No.: 090274-569463

**Re: Chapter 11 Bankruptcy**

### Invoice Summary

Current Professional Services	\$56,449.00
Current Disbursements	<u>1,586.29</u>
<b>Total Current Invoice - Due Upon Receipt</b>	<b>\$58,035.29</b>
Previous Unpaid Invoices (PLEASE DISREGARD IF ALREADY PAID)	55,407.53
Payments Received	<u>0.00</u>
<b>Total Amount (All unpaid balances are Due Immediately)</b>	<b><u>\$113,442.82</u></b>

Questions regarding payments or accounts, please call **1-877-577-7455** or [acctbilling@polsinelli.com](mailto:acctbilling@polsinelli.com).  
For other inquiries, please contact **Chris A. Ward** at (302) 252-0920 or [cward@polsinelli.com](mailto:cward@polsinelli.com).

Please make checks payable to  
**Polsinelli PC**  
P.O. Box 878681  
Kansas City, MO 64187-8681  
Wire Instructions:  
US Bank  
Acct: **Polsinelli PC**  
Acct #: 4343953230  
ABA #: 101000187  
SWIFT Code - USBKUS44IMT  
Please reference Invoice No.



222 Delaware Ave., Suite 1101, Wilmington, DE 19801 | Phone: (302) 252-0920 [www.polsinelli.com](http://www.polsinelli.com)

This invoice reflects services performed and expenses incurred on your behalf. Your prompt attention is appreciated. Please contact us immediately to discuss any questions you may have. Thank you for this opportunity to serve you.

Official Committee of Unsecured Creditors of Payless  
ShoeSource, LLC

**August 8, 2017**  
Invoice No: 1433611  
File No: 090274-569463

**Re: Chapter 11 Bankruptcy**

---

### Invoice Summary

Current Professional Services	\$30,291.00
Current Disbursements	<u>0.00</u>
<b>Total Current Invoice - Due Upon Receipt</b>	<b>\$30,291.00</b>
Previous Unpaid Invoices (PLEASE DISREGARD IF ALREADY PAID)	113,442.82
Payments Received	<u>0.00</u>
<b>Total Amount (All unpaid balances are Due Immediately)</b>	<b><u>\$143,733.82</u></b>

---

Questions regarding payments or accounts, please call **1-877-577-7455** or [acctbilling@polsinelli.com](mailto:acctbilling@polsinelli.com).  
For other inquiries, please contact **Chris A. Ward** at (302) 252-0920 or [cward@polsinelli.com](mailto:cward@polsinelli.com).

Please make checks payable to  
**Polsinelli PC**  
P.O. Box 878681  
Kansas City, MO 64187-8681  
Wire Instructions:  
US Bank  
Acct: **Polsinelli PC**  
Acct #: 4343953230  
ABA #: 101000187  
SWIFT Code - USBKUS44IMT  
Please reference Invoice No.

### Due Upon Receipt

**Late Payment Charge: 1% per month may be charged on outstanding balances**  
Polsinelli PC, Polsinelli LLP in California



## Invoice Detail

For Professional Services Through 7/31/17  
File No. 090274-569463  
**Re: Chapter 11 Bankruptcy**

Page 2  
August 8, 2017  
Invoice No: 1433611

### Professional Services

Date	Timekeeper	Description	Hours	Amount	Task Code
7/3/17	M.S. Layfield	Work with C. Tchoi regarding pending issues in case.	0.40	\$152.00	B320
7/6/17	M.S. Layfield	Initial review Alvarez & Marsal Fee Application.	0.50	190.00	B160
7/7/17	C.A. Ward	Review and comment on updated critical dates calendar of pending dates and deadlines, various correspondence re same	0.10	55.00	B400
7/7/17	C.A. Ward	Review detailed Polsinelli time entries for previous month for accuracy and privilege, correspondence with accounting re monthly invoice	0.40	220.00	B164
7/7/17	C.A. Ward	Conference with Shanti Katona re settlement, status of case, and fee applications	0.10	55.00	B150
7/7/17	M.S. Layfield	Receive and initial review of Professional Fee Statement in compliance with Interim Compensation Order.	1.10	418.00	B160
7/7/17	M.S. Layfield	Receive and review additional claim information and potential claim litigation.	1.30	494.00	B300
7/10/17	J.E. Bird	Review daily bankruptcy pleadings.	0.20	110.00	B110
7/10/17	S.M. Katona	Prepare Polsinelli's fee statement.	1.80	720.00	B164
7/10/17	M.S. Layfield	Receive and reply to multiple creditor calls regarding proposed action at July 24 Confirmation Hearing.	1.60	608.00	B155
7/10/17	M.S. Layfield	Work with C. Tchoi regarding items for Province's review.	0.50	190.00	B110



## Invoice Detail

For Professional Services Through 7/31/17

File No. 090274-569463

**Re: Chapter 11 Bankruptcy**

Page 3

August 8, 2017

Invoice No: 1433611

7/10/17	M.S. Layfield	Work with S. Katona and review of Fee Statement for circulation and comment.	1.80	684.00	B164
7/11/17	J.E. Bird	Review of filed Plan Supplement - 4th Amended Plan.	0.40	220.00	B110
7/11/17	C.A. Ward	Correspondence with Polsinelli core team re preparation of Polsinelli June monthly fee application	0.10	55.00	B164
7/11/17	S.M. Katona	Review and revise Polsinelli's second month fee statement for conformity with UST guidelines and local procedures.	0.70	280.00	B164
7/11/17	M.S. Layfield	Review and analysis of Third Notice of Rejection of Leases filed by Debtor.	0.60	228.00	B185
7/11/17	M.S. Layfield	Receive and analysis of Plan Supplement to Plan filed by Debtors and review of pertinent details. Work with Pachulski Team on Plan Supplement matters.	2.80	1,064.00	B320
7/11/17	M.S. Layfield	Work with C. Ward and S. Katona regarding additional fee application issues.	0.30	114.00	B164
7/11/17	M.S. Layfield	Work with A. Caine and review of Claims Procedures pleadings.	1.40	532.00	B110
7/11/17	M.S. Layfield	Conference and correspondence with N. Fury regarding Plan Supplement and cure objections.	0.70	266.00	B155
7/12/17	J.E. Bird	Review past days bankruptcy pleadings for client impact.	0.20	110.00	B110
7/12/17	M.S. Layfield	Multiple correspondences with S. Cho regarding local procedures, allowable expenses and further issues regarding fee applications.	1.10	418.00	B110
7/12/17	M.S. Layfield	Review Motion to Extend filed by Debtors.	0.40	152.00	B110



## Invoice Detail

For Professional Services Through 7/31/17

File No. 090274-569463

**Re: Chapter 11 Bankruptcy**

Page 4

August 8, 2017

Invoice No: 1433611

7/12/17	M.S. Layfield	Further work with A. Caine on Claims Procures filing and review of Debtor counsel response and revisions.	0.80	304.00	B300
7/13/17	M.S. Layfield	Preparation of correspondence to S. Cho regarding pleadings for filing.	0.30	114.00	B110
7/13/17	M.S. Layfield	Receive and review correspondence from US Trustee concerning release and exculpation provisions. Correspondence with Pachulski Team regarding the same.	0.90	342.00	B400
7/13/17	M.S. Layfield	Further work with S. Cho regarding local rules and regs covering Fee Applications.	0.50	190.00	B110
7/14/17	J.E. Bird	Review and consideration of recent bankruptcy filing and objections related to 4th Amended Joint Plan.	0.20	110.00	B210
7/14/17	C.A. Ward	Review and comment on updated critical dates calendar of pending dates and deadlines, various correspondence re same	0.10	55.00	B400
7/14/17	M.S. Layfield	Further correspondence and multiple calls with Pachulski Team and UST office concerning release and exculpation provisions.	1.00	380.00	B110
7/14/17	M.S. Layfield	Receive and review multiple objections to cure amounts filed by Landlords.	0.70	266.00	B110
7/14/17	M.S. Layfield	Receive and review initial application for compensation by valuation expert. Correspondence with S. Cho regarding the same.	0.80	304.00	B110
7/17/17	S.M. Katona	Discuss budget and allocation to Committee professionals under same.	0.20	80.00	B230
7/17/17	M.S. Layfield	Receive, and review of multiple creditor objections to Debtor's Plan of reorganization.	0.90	342.00	B320



## Invoice Detail

For Professional Services Through 7/31/17

File No. 090274-569463

**Re: Chapter 11 Bankruptcy**

Page 5

August 8, 2017

Invoice No: 1433611

7/17/17	M.S. Layfield	Receive and review First Amended Plan Supplement filed by Debtor.	2.10	798.00	B320
7/17/17	M.S. Layfield	Further review and preparation of correspondence to S. Cho regarding Back Bay Management inquiry.	0.50	190.00	B110
7/18/17	J.E. Bird	Review of numerous plan objections.	0.40	220.00	B210
7/18/17	J.E. Bird	Review Debtor's Motion for Order Extending Exclusive Period to File Chapter 11 Plan to 10/1/17.	0.20	110.00	B210
7/18/17	M.S. Layfield	Receive and review multiple objections from landlord creditors, and other classes of creditors.	2.60	988.00	B320
7/18/17	M.S. Layfield	Initial brief review of Alvarez & Marsal fee application and Guggenheim application.	0.60	228.00	B160
7/18/17	M.S. Layfield	Correspondence with E. Edelman with Debtor's Counsel regarding hearing(s) scheduled.	0.40	152.00	B110
7/19/17	J.E. Bird	Review various objections to 4th Amended Plan of Reorganization.	0.20	110.00	B210
7/19/17	M.S. Layfield	Correspondence with E. Edelman, counsel for Debtors.	0.40	152.00	B110
7/19/17	M.S. Layfield	Receive and review multiple correspondence and objections to proposed cure amounts by multiple Landlords as listed in Plan Supplement pleadings.	1.60	608.00	B320
7/19/17	M.S. Layfield	Correspondence with D. Grassgreen regarding Confirmation Hearing issues and strategy.	0.60	228.00	B110
7/19/17	M.S. Layfield	Receive and review invoice from counsel for Ad Hoc Committee of First Lien Holders.	0.90	342.00	B160
7/20/17	M.S. Layfield	Receive and analysis of US Trustee Objection to Confirmation of Plan. Research and review cited case authority and other issues raised in US Trustee Objection.	2.10	798.00	B320



## Invoice Detail

For Professional Services Through 7/31/17

File No. 090274-569463

**Re: Chapter 11 Bankruptcy**

Page 6

August 8, 2017

Invoice No: 1433611

7/20/17	M.S. Layfield	Further correspondence with D. Grassgreen regarding Confirmation Hearing.	0.30	114.00	B110
7/20/17	M.S. Layfield	Receive and review multiple Landlord objections to Cure Amounts listed in Plan Supplement.	2.40	912.00	B320
7/20/17	M.S. Layfield	Work with Pachulski Team on response to US Trustee Objection.	0.90	342.00	B320
7/20/17	M.S. Layfield	Review Prime Clerk Fee Statement	0.20	76.00	B160
7/21/17	C.A. Ward	Review and comment on updated critical dates calendar of pending dates and deadlines, various correspondence re same	0.10	55.00	B400
7/21/17	M.S. Layfield	Receive and review Ad Hoc Committee brief in support of Debtor's Plan.	0.50	190.00	B320
7/21/17	M.S. Layfield	Receive and review Prime Clerk filings and declaration regarding ballot votes and analysis of the same.	1.90	722.00	B320
7/21/17	M.S. Layfield	Receive and review Golden Gate and Blum Capital pleadings in support of plan and addressing release provisions.	0.50	190.00	B320
7/21/17	M.S. Layfield	Initial brief review of declarations of various executives and professionals in support of Debtors' Plan and Confirmation Hearing.	0.90	342.00	B320
7/21/17	M.S. Layfield	Receive and review Amended Plan and redline of the same for applicable revisions.	1.70	646.00	B320
7/21/17	M.S. Layfield	Receive and review Exhibit List and Witness List for Confirmation Hearing.	1.80	684.00	B320
7/22/17	M.S. Layfield	Receive and initial review Second Amendment To Plan Supplement from Debtors counsel.	1.80	684.00	B320



## Invoice Detail

For Professional Services Through 7/31/17

File No. 090274-569463

**Re: Chapter 11 Bankruptcy**

Page 7

August 8, 2017

Invoice No: 1433611

7/22/17	M.S. Layfield	Review and analysis of Debtor's Brief in Support of Fifth Amended Plan for Confirmation.	2.40	912.00	B320
7/22/17	M.S. Layfield	Receive and review Objections to Cure Amounts by multiple and various landlord creditors.	0.80	304.00	B320
7/24/17	J.E. Bird	Further review of additional daily bankruptcy pleadings for client impact.	0.20	110.00	B110
7/24/17	J.E. Bird	Review of various recent objections to plan confirmation. Review and docket agenda items for July 24 hearing filed this morning (cure objections to be heard 8/23).	0.30	165.00	B110
7/24/17	M.S. Layfield	Attend Confirmation Hearing and post confirmation hearing conferences and work with D. Grassgreen on presentation of Committee issues.	2.90	1,102.00	B145
7/24/17	M.S. Layfield	Receive and review Notice to Contract & Lease Parties Second Amendment to Plan Supplement.	0.90	342.00	B320
7/24/17	M.S. Layfield	Review and analysis of Witness and Exhibit list for evidence at Confirmation Hearing.	0.60	228.00	B145
7/24/17	M.S. Layfield	Conference and work with additional creditors regarding Payless confirmation hearing issues	1.10	418.00	B155
7/24/17	M.S. Layfield	Receive and review multiple cure objections filed by Landlord and Executory Contract creditors.	1.90	722.00	B155
7/24/17	M.S. Layfield	Receive and review further Objections by interested parties, Landlords, and other creditors in preparation for Confirmation Hearing.	2.60	988.00	B320
7/24/17	N.A. Griebel	Attend Payless Confirmation Hearing.	2.50	625.00	B145
7/25/17	M.S. Layfield	Further review of Cure Objections filed by Landlord Creditors.	0.60	228.00	B320



## Invoice Detail

For Professional Services Through 7/31/17

File No. 090274-569463

**Re: Chapter 11 Bankruptcy**

Page 8

August 8, 2017

Invoice No: 1433611

7/26/17	J.E. Bird	Review Order Confirming Chapter 11 Pre-Petition Confirmation Plan.	0.40	220.00	B110
7/26/17	M.S. Layfield	Receive and review Order Confirming Chapter 11 Plan entered by Court and submitted by Debtors. Analysis of all relevant provisions regarding creditor treatment, claims, filings, and payments.	3.10	1,178.00	B320
7/26/17	M.S. Layfield	Receive and review Alvarez & Marsal correspondence regarding estimation of fees and additional correspondence with C. Brantley.	0.90	342.00	B320
7/26/17	M.S. Layfield	Review additional cure objections by landlord creditors.	0.80	304.00	B320
7/28/17	C.A. Ward	Review and comment on updated critical dates calendar of pending dates and deadlines, various correspondence re same	0.10	55.00	B400
7/28/17	M.S. Layfield	Work with C. Tchoi regarding professional fee reserve and related reporting issues.	0.60	228.00	B110
7/28/17	M.S. Layfield	Receive and review Munger Tolles fee application and Armstrong Teasdale fee application for local rule compliance.	1.20	456.00	B160
7/28/17	M.S. Layfield	Further review of additional landlord cure objections filed.	0.80	304.00	B320
7/31/17	C.A. Ward	Correspondence with Matt Layfield re confirmation issues	0.10	55.00	B320
7/31/17	S.M. Katona	Review, compile and respond to inquiries from debtors regarding outstanding amounts owed subject to professional fee reserve.	0.50	200.00	B230
7/31/17	M.S. Layfield	Receive and review multiple administrative expense claims filed by multiple creditors.	0.80	304.00	B110
7/31/17	M.S. Layfield	Receive and review further landlord cure objections to proposed cure and assumption figures by Debtor.	0.90	342.00	B320



## Invoice Detail

For Professional Services Through 7/31/17

File No. 090274-569463

Re: Chapter 11 Bankruptcy

Page 9

August 8, 2017

Invoice No: 1433611

7/31/17	M.S. Layfield	Preparation of disclosures and correspondence and work with C. Brantley at Alvarez & Marsal for additional Debtor disclosures for effective date computations.	1.20	456.00	B320
Total Professional Services				\$30,291.00	

### Timekeeper Summary

Timekeeper	Hours	Rate	Amount
J.E. Bird	2.70	550.00	\$1,485.00
C.A. Ward	1.10	550.00	605.00
S.M. Katona	3.20	400.00	1,280.00
M.S. Layfield	69.20	380.00	26,296.00
N.A. Griebel	2.50	250.00	625.00
<b>Total Professional Charges</b>	<b>78.70</b>		<b>\$30,291.00</b>

### Task Code Summary

Task Code	Description	Hours	Amount
B110	Case Administration	12.00	\$4,849.00
B145	Court Hearings	6.00	1,955.00
B150	Creditor Committee Meetings	0.10	55.00
B155	Creditor Inquiries	5.30	2,014.00
B160	Employment/fee Applications	4.50	1,710.00
B164	Polsinelli Fee Applications	5.10	2,073.00
B185	Assumption/rejection Of Leases & Contracts	0.60	228.00
B210	Business Operations	1.00	550.00
B230	Financing & Cash Collateral	0.70	280.00
B300	Claims	2.10	798.00
B320	Plan & Disclosure Statement (Including Business Pl	40.00	15,217.00
B400	Bankruptcy-related Advice	1.30	562.00
	<b>Total Professional Charges</b>	<b>78.70</b>	<b>\$30,291.00</b>

Total Current Charges Due

\$30,291.00



## Invoice Detail

For Professional Services Through 7/31/17  
File No. 090274-569463  
**Re: Chapter 11 Bankruptcy**

Page 10  
August 8, 2017  
Invoice No: 1433611

### Statement of Outstanding Invoices

Date	Inv#	Amount	Credit	Payments	Balance*
06/22/17	1412501	\$55,407.53	\$0.00	\$0.00	\$55,407.53
07/09/17	1422121	58,035.29	0.00	0.00	58,035.29
<b>Total of Prior Balance Due</b>					<b>\$113,442.82</b>

\*If a payment has already been made, thank you.



222 Delaware Ave., Suite 1101, Wilmington, DE 19801 | Phone: (302) 252-0920 [www.polsinelli.com](http://www.polsinelli.com)

This invoice reflects services performed and expenses incurred on your behalf. Your prompt attention is appreciated. Please contact us immediately to discuss any questions you may have. Thank you for this opportunity to serve you.

Official Committee of Unsecured Creditors of Payless  
ShoeSource, LLC

August 8, 2017  
Invoice No.: 1433611  
File No.: 090274-569463

**Re: Chapter 11 Bankruptcy**

### Invoice Summary

Current Professional Services	\$30,291.00
Current Disbursements	0.00
<b>Total Current Invoice - Due Upon Receipt</b>	<b>\$30,291.00</b>
Previous Unpaid Invoices (PLEASE DISREGARD IF ALREADY PAID)	113,442.82
Payments Received	0.00
<b>Total Amount (All unpaid balances are Due Immediately)</b>	<b><u>\$143,733.82</u></b>

Questions regarding payments or accounts, please call **1-877-577-7455** or [acctbilling@polsinelli.com](mailto:acctbilling@polsinelli.com).  
For other inquiries, please contact **Chris A. Ward** at (302) 252-0920 or [cward@polsinelli.com](mailto:cward@polsinelli.com).

Please make checks payable to  
**Polsinelli PC**  
P.O. Box 878681  
Kansas City, MO 64187-8681  
Wire Instructions:  
US Bank  
Acct: **Polsinelli PC**  
Acct #: 4343953230  
ABA #: 101000187  
SWIFT Code - USBKUS44IMT  
Please reference Invoice No.



222 Delaware Ave., Suite 1101, Wilmington, DE 19801 | Phone: (302) 252-0920 [www.polsinelli.com](http://www.polsinelli.com)

This invoice reflects services performed and expenses incurred on your behalf. Your prompt attention is appreciated. Please contact us immediately to discuss any questions you may have. Thank you for this opportunity to serve you.

Official Committee of Unsecured Creditors of Payless  
ShoeSource, LLC

**August 28, 2017**  
Invoice No: 1441491  
File No: 090274-569463

**Re: Chapter 11 Bankruptcy**

---

### Invoice Summary

Current Professional Services	\$4,219.00
Current Disbursements	<u>0.00</u>
<b>Total Current Invoice - Due Upon Receipt</b>	<b>\$4,219.00</b>
Previous Unpaid Invoices (PLEASE DISREGARD IF ALREADY PAID)	143,733.82
Payments Received	<u>0.00</u>
<b>Total Amount (All unpaid balances are Due Immediately)</b>	<b><u>\$147,952.82</u></b>

Questions regarding payments or accounts, please call **1-877-577-7455** or [acctbilling@polsinelli.com](mailto:acctbilling@polsinelli.com).  
For other inquiries, please contact **Chris A. Ward** at (302) 252-0920 or [cward@polsinelli.com](mailto:cward@polsinelli.com).

Please make checks payable to  
**Polsinelli PC**  
P.O. Box 878681  
Kansas City, MO 64187-8681  
Wire Instructions:  
US Bank  
Acct: **Polsinelli PC**  
Acct #: 4343953230  
ABA #: 101000187  
SWIFT Code - USBKUS44IMT  
Please reference Invoice No.

### Due Upon Receipt

**Late Payment Charge: 1% per month may be charged on outstanding balances**  
Polsinelli PC, Polsinelli LLP in California



## Invoice Detail

For Professional Services Through 8/10/17  
File No. 090274-569463  
**Re: Chapter 11 Bankruptcy**

Page 2  
August 28, 2017  
Invoice No: 1441491

### Professional Services

Date	Timekeeper	Description	Hours	Amount	Task Code
8/1/17	M.S. Layfield	Receive and review filings related to Stipulated Order amending payment deadlines.	0.50	\$190.00	B320
8/1/17	M.S. Layfield	Further review and analysis of cure objections filed by executory and lease counter-parties to Debtor related to Debtor's Third Plan Supplement Filing.	0.80	304.00	B320
8/2/17	C.A. Ward	Review detailed Polsinelli time entries for previous month for accuracy and privilege, correspondence with accounting re monthly invoice	0.40	220.00	B164
8/2/17	M.S. Layfield	Receive and review multiple creditor inquiries regarding potential proceed payment deadlines and related issues.	0.80	304.00	B155
8/2/17	M.S. Layfield	Review and analysis of final version and filed Claims Procedures Motion.	0.70	266.00	B300
8/2/17	M.S. Layfield	Work with Pachulski Team on proposed Claims Procedure Motion and other pleadings.	0.70	266.00	B300
8/2/17	M.S. Layfield	Review multiple correspondence with Debtor's counsel and Pachulski Team regarding Claims Procedures filings.	0.70	266.00	B300
8/2/17	M.S. Layfield	Receive and review Stipulated Order revising various payment dates for reorganized debtor.	0.80	304.00	B320
8/2/17	M.S. Layfield	Review Order extending Debtor exclusivity period.	0.30	114.00	B320
8/3/17	J.E. Bird	Review Motion and Notice of Hearing Regarding Omnibus Claims Objection Procedures, et al.	0.20	110.00	B400



## Invoice Detail

For Professional Services Through 8/10/17

File No. 090274-569463

**Re: Chapter 11 Bankruptcy**

Page 3

August 28, 2017

Invoice No: 1441491

8/3/17	M.S. Layfield	Receive and review additional Cure Objections filed by Landlord Creditors.	0.60	228.00	B320
8/4/17	C.A. Ward	Review and comment on updated critical dates calendar of pending dates and deadlines, various correspondence re same	0.10	55.00	B400
8/4/17	M.S. Layfield	Receive and review further Cure Objections and supporting documents by counter-lease parties.	0.50	190.00	B320
8/7/17	M.S. Layfield	Receive and review additional landlord cure objections.	0.40	152.00	B320
8/8/17	C.A. Ward	Correspondence with Polsinelli core team re preparation of July monthly fee application	0.10	55.00	B164
8/8/17	M.S. Layfield	Receive and review Fourth Amended Plan Supplement and details on redline changes.	1.40	532.00	B320
8/10/17	C.A. Ward	Correspondence with Polsinelli core team re Notice of Effective Date and final fee applications	0.10	55.00	B320
8/10/17	C.A. Ward	Review Notice of (I) Joint Entry of Order Confirming the Fifth Amended Joint Plan of Reorganization of Payless Holdings LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code and (II) Occurrence of Effective Date	0.10	55.00	B320
8/10/17	C.A. Ward	Review and comment on updated critical dates calendar of pending dates and deadlines, various correspondence re same	0.10	55.00	B400
8/10/17	S.M. Katona	Review notice of effective date and coordinate final fee applications.	0.20	80.00	B320
8/10/17	M.S. Layfield	Review of withdrawn cure amount filings by Debtor.	0.40	152.00	B320
8/10/17	M.S. Layfield	Receive and review Notice of Effective Date. Work with C. Ward and S. Katona and Pachulski Team on outstanding items for resolution.	0.70	266.00	B300



## Invoice Detail

For Professional Services Through 8/10/17  
File No. 090274-569463  
**Re: Chapter 11 Bankruptcy**

Page 4  
August 28, 2017  
Invoice No: 1441491

Total Professional Services

\$4,219.00

### Timekeeper Summary

Timekeeper	Hours	Rate	Amount
J.E. Bird	0.20	550.00	\$110.00
C.A. Ward	0.90	550.00	495.00
S.M. Katona	0.20	400.00	80.00
M.S. Layfield	9.30	380.00	3,534.00
<b>Total Professional Charges</b>	<b>10.60</b>		<b>\$4,219.00</b>

### Task Code Summary

Task Code	Description	Hours	Amount
B155	Creditor Inquiries	0.80	\$304.00
B164	Polsinelli Fee Applications	0.50	275.00
B300	Claims	2.80	1,064.00
B320	Plan & Disclosure Statement (Including Business Pl	6.10	2,356.00
B400	Bankruptcy-related Advice	0.40	220.00
	<b>Total Professional Charges</b>	<b>10.60</b>	<b>\$4,219.00</b>

**Total Current Charges Due**

**\$4,219.00**



## Invoice Detail

For Professional Services Through 8/10/17  
File No. 090274-569463  
**Re: Chapter 11 Bankruptcy**

Page 5  
August 28, 2017  
Invoice No: 1441491

### Statement of Outstanding Invoices

Date	Inv#	Amount	Credit	Payments	Balance*
06/22/17	1412501	\$55,407.53	\$0.00	\$0.00	\$55,407.53
07/09/17	1422121	58,035.29	0.00	0.00	58,035.29
08/08/17	1433611	30,291.00	0.00	0.00	30,291.00
<b>Total of Prior Balance Due</b>					<b>\$143,733.82</b>

\*If a payment has already been made, thank you.



222 Delaware Ave., Suite 1101, Wilmington, DE 19801 | Phone: (302) 252-0920 [www.polsinelli.com](http://www.polsinelli.com)

This invoice reflects services performed and expenses incurred on your behalf. Your prompt attention is appreciated. Please contact us immediately to discuss any questions you may have. Thank you for this opportunity to serve you.

Official Committee of Unsecured Creditors of Payless  
ShoeSource, LLC

August 28, 2017  
Invoice No.: 1441491  
File No.: 090274-569463

**Re: Chapter 11 Bankruptcy**

### Invoice Summary

Current Professional Services	\$4,219.00
Current Disbursements	0.00
<b>Total Current Invoice - Due Upon Receipt</b>	<b>\$4,219.00</b>
Previous Unpaid Invoices (PLEASE DISREGARD IF ALREADY PAID)	143,733.82
Payments Received	0.00
<b>Total Amount (All unpaid balances are Due Immediately)</b>	<b><u>\$147,952.82</u></b>

Questions regarding payments or accounts, please call **1-877-577-7455** or [acctbilling@polsinelli.com](mailto:acctbilling@polsinelli.com).  
For other inquiries, please contact **Chris A. Ward** at (302) 252-0920 or [cward@polsinelli.com](mailto:cward@polsinelli.com).

Please make checks payable to  
**Polsinelli PC**  
P.O. Box 878681  
Kansas City, MO 64187-8681  
Wire Instructions:  
US Bank  
Acct: **Polsinelli PC**  
Acct #: 4343953230  
ABA #: 101000187  
SWIFT Code - USBKUS44IMT  
Please reference Invoice No.